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1.0 INTRODUCTION

1.1 OBJECTIVES

- 1.1.1 These Directives supplement the Constitution and By-Laws of CONSTRUCTION SPECIFICATIONS CANADA and provide a statement of policy for the guidance of members, officers and committees of the Corporation.
- 1.1.2 Directives are necessary in order that the Constitution and By-Laws themselves, may remain general in nature and therefore, not subject to frequent change.

1.2 PROCEDURE

- 1.2.1 The Directives set out in detail policy rulings by the Board of Directors for procedures required to manage the Corporation on a day to-day basis. They can be changed, within the structure of the By-Laws, by the Board of Directors. The interests of the members are, of course, safe-guarded through Chapter representation on the Board.
- 1.2.2 Detailed procedures for Chapter management are described in a Chapter Manual, published separately.
- 1.2.3 Throughout these Guidelines, the words CSC or Corporation means "CONSTRUCTION SPECIFICATIONS CANADA" in general or at association level.
 - 1.2.3.1 (The term "Association" instead of Corporation may be used in common dialogue and correspondence, however for the sake of consistency the term Corporation is used in this document as it is used in the Chapter Manual and the By-Laws).

END OF DIRECTIVE

2.0 USE OF CSC NAME AND LOGO

2.1 PROCEDURE

- 2.1.1 Members in good standing may include on their letterhead or business card "Member of Construction Specifications Canada" or the initials "CSC", or both, as a suffix to their name in a discreet manner.
- 2.1.2 A Fellow of CSC in good standing may use on their letterhead or business card "Fellow of Construction Specifications Canada" or the initials "FCSC", or both, as a suffix to his name.
- 2.1.3 Chapters may use the logo and name of the Corporation on letterheads and other official publications of the Chapter, provided that their Chapter name is prominently identified.
- 2.1.4 No member shall include the Corporation name or logo on their letterhead, business card, products, literature or other advertising media which could be construed as an endorsement by the Corporation of the materials, products, services, etc., contained therein.
- 2.1.5 A member in good standing, may use the following guidelines to add the approved CSC logo to their letterhead, business cards or electronic signature to emphasize their CSC affiliation.
 - 2.1.5.1 The following guidelines must be adhered to when using the CSC Member logo. The logo may not be revised or altered in any way. It must be displayed in the same format as produced by CSC and cannot be reproduced unless such reproduction is identical to the logo provided by CSC, included the designated membership year.
 - 2.1.5.1.1 The member logo may be used on the member's business cards, stationary, forms, documents or electronic communication identifying the member by name.
 - 2.1.5.1.2 The logo may not be used in any manner which would tend to imply a connection between CSC and the member which, in fact may not exist. This includes the use of the logo that the public might construe as an endorsement, approval or sponsorship by CSC of a member a member's business, or which might be taken to support or encourage a member's sale of product, process or service. A member is allowed to print the logo on an advertisement or product literature as long as the name of the member is clearly identified.
 - 2.1.5.1.3 The logo may not be used in any manner that detracts from the high ideals or values of CSC.
 - 2.1.5.1.4 The logo may in no case be shown larger than 4 centimeters or 1.5 inches in size on a full page or proportionally on a smaller page.
 - 2.1.5.1.5 The logo in no case shall be shown smaller than 2 centimeters or 0.75inches in size on a full page or proportionally on a smaller page.

- 2.1.5.1.6 The logo may only be published in red and black as indicated or in black only.
 - .1 The CMYK (Cyan, Magenta, Yellow, Black) colour values for the CSC logo are:
 - .1 RED: 0, 100, 100, 0
 - .2 BLACK:0, 0, 0, 100
 - .2 The PMS colour value for the red is PMS 185C
 - 2.1.5.1.7 A member using the logo agrees to utilize the logo only if they are a member in good standing, to inform the CSC office that they are using the logo and provide a sample of the use of the logo.
 - 2.1.5.1.8 No person gains any rights whatsoever in the logo or its use; it remains the property of CSC. CSC reserves the right in its sole discretion to require the logo's removal from any location or thing CSC feels does not comply with these guidelines, or which could or does discredit the Association.
 - 2.1.5.1.9 To obtain electronic versions of the approved logos please contact the Association office.
- 2.1.6 Members in good standing who have attained "Registered" or "Certified" status may include their designation on their letterhead or business card as a suffix to their name in a discreet manner such as the following:
- 2.1.6.1 "Registered Specification Writer" or the initials "RSW", or both.
 - 2.1.6.2 "Certified Technical Representative" or the initials "CTR", or both.
 - 2.1.6.3 "Certified Construction Contract Administrator" or the initials "CCCA", or both.
 - 2.1.6.4 "Certified Specifications Practitioner" or the initials "CSP" or both.
 - 2.1.6.5 "Rédacteur de Devis Agréé" or the initials "RDA", or both.
 - 2.1.6.6 "Représentant Technique Certifié" or the initials "RTC", or both.
 - 2.1.6.7 "Administrateur de Contrat de Construction" or the initials "ACC", or both.
 - 2.1.6.8 "Praticien Certifié de Spécification" or the initials "PCS" or both.

END OF DIRECTIVE

3.0 REGISTRATION/CERTIFICATION

3.1 REGISTERED SPECIFICATION WRITER (RSW)REGISTRATION

3.1.1 Objectives

3.1.1.1 To register members of CSC who have satisfied the requirements of the Subcommittee and to carry out the objectives and activities of the Subcommittee contained in these Directives, and in particular:

3.1.1.1.1 Assess the qualifications of applicants for registration as a Registered Specification Writer.

3.1.1.1.2 Review and administer Subcommittee Directives.

3.1.1.1.3 Review qualification standards of the RSW Program on an annual basis.

3.1.1.1.4 Liaise with CSC Education Certification Committee on matters pertaining to education of specifiers.

3.1.2 Composition of Subcommittee

3.1.2.1 Not less than seven (7) CSC members of which at least four (4) shall be Registered Specification Writers, and to the extent possible the Subcommittee should represent the multi-disciplinary membership of CSC.

3.1.2.2 Of the four (4) Registered Specification Writers, one shall be Chair and one shall be Vice-Chair.

3.1.2.3 One or more supplementary non-voting members shall be from each Chapter to assist in the Subcommittee's operations invited as needed to attend Subcommittee meetings.

3.1.3 Qualifications and Replacements

3.1.3.1 Subcommittee members are to be canvassed from the general membership on a yearly basis.

3.1.3.2 Subcommittee members are selected for their knowledge and interest in the promotion of improved specifications and the Registered Specification Writer Program.

3.1.3.3 Subcommittee members are to be CSC members in good standing.

3.1.3.4 Resignations must be in writing. Replacements will be appointed for any member who is unable to complete the term of office by the Subcommittee.

3.1.4 Appointment

3.1.4.1 RSW Subcommittee members shall be appointed for a two (2) year term by the Education Certification Committee Chair with a maximum of 3 consecutive terms. A minimum of 2 and a maximum of 4 new members shall be appointed to the subcommittee in any one year. The Subcommittee term of appointment shall correspond with the CSC Annual General Meeting.

3.1.4.2 The Vice-Chair and Secretary shall be Subcommittee members, appointed by Subcommittee members at the first meeting of each year.

3.1.5 Subcommittee Members and Duties

3.1.5.1 Chair; Vice-Chair or an appointed delegate of the Subcommittee shall communicate with and report to the Education Certification Committee. The Education Certification Committee Chair shall report to the Board of Directors on behalf of the Subcommittee. The Chair shall be a non-voting member of the Subcommittee who shall only vote in case of a tie.

- 3.1.5.2 The Vice-Chair shall assume the duties of the chair in the chair's absence.
- 3.1.5.3 The Secretary shall record minutes of meetings and distribute them promptly thereafter in order to permit the various Subcommittee members to act upon them.
- 3.1.6 Meetings
 - 3.1.6.1 The Subcommittee shall meet at least once each year and as required to transact business. The Chair calls meetings. Members shall be given at least 30 days advance notice to attend.
 - 3.1.6.2 All matters before the Subcommittee are to be decided by the majority of the members present; four will constitute a quorum.
- 3.1.7 Expenses
 - 3.1.7.1 Refer to Directive 10.0, Reimbursement of Expenses.
 - 3.1.7.2 The Subcommittee's expenses must not exceed the amount set out for this purpose in the Annual Budget of the Corporation, except as approved by the Board of Directors.
- 3.1.8 Payment for Services
 - 3.1.8.1 Refer to Constitution and Directive 9.0.
- 3.1.9 Amendments
 - 3.1.9.1 The Subcommittee by a majority vote of its members may enact, repeal or amend the Directives of the Subcommittee subject to the approval of the Education Certification Committee and the Board of Directors of CSC.
 - 3.1.9.2 When circumstances permit, important matters as determined by the Chair, shall not be finalized until absent members have had a reasonable opportunity to review and submit written comment.
- 3.1.10 Requirements of Registration
 - 3.1.10.1 Registration
 - 3.1.10.1.1 Registration is available to CSC members who have satisfied the requirements of the RSW Program.
 - 3.1.10.2 Applications for Registration
 - 3.1.10.2.1 Applicants must be members in good standing of Construction Specifications Canada.
 - 3.1.10.2.2 Applications must be submitted on the RSW Program Application form and be accompanied by the prescribed fees and documentation.
 - 3.1.10.2.3 If an application is accepted by the Subcommittee, the CSC Office will so inform the applicant and issue instructions regarding mentoring, submissions, availability of assistance and requirements for examinations.
 - 3.1.10.3 Application and Examination Fees
 - 3.1.10.3.1 Application and fees are established at the discretion and by resolution of the Subcommittee, and are payable to CSC.

- 3.1.10.4 Failure to Meet Registration Requirements
 - 3.1.10.4.1 An applicant who has failed to meet the application or examination requirements of the Subcommittee will be notified by the Chair with requirements reasons for rejection and recommendation(s) for future direction.
 - 3.1.10.4.2 Application and examination fees are non-refundable.
- 3.1.10.5 Register
 - 3.1.10.5.1 The Executive Director will maintain a Register at the Corporate CSC Office.
 - 3.1.10.5.2 The name, address and date of registration of each member approved for registration by the Subcommittee, and who have paid the required dues and agree to abide by the Code of Conduct and Practice will be entered into the Register.
 - 3.1.10.5.3 The Register is open to inspection by any persons so requesting.
 - 3.1.10.5.4 Certificate and Title
 - .1 Each member whose name is inscribed in the Register will receive an RSW certificate bearing the member's name, date of registration, the seal of the Corporation and the signatures of the President and Chair of the Education Certification Committee. The certificate remains the property of the CSC. Each RSW will receive a copy of the RSW Code of Conduct and Practice at time of registration.
 - .2 Members so registered are titled "Registered Specification Writer" (RSW) or "Rédacteur de Devis Agrée" (RDA) and are entitled to use this designation provided they continue to abide by the Code of Conduct and Practice.
- 3.1.10.6 Conduct
 - 3.1.10.6.1 Registered Specification Writers are required to comply with the Code of Conduct and Practice of these Directives.
- 3.1.10.7 Recall of Certificate
 - 3.1.10.7.1 The Subcommittee by a majority vote of its members may recall the certificate and remove from the Register the name of any member whose conduct has been contrary to the Code of Conduct and Practice of these Directives.
 - 3.1.10.7.2 Non-payment of annual dues within the time stipulated in the CSC By-Laws will be cause for automatic recall of a certificate and removal of name from the Register.
 - 3.1.10.7.3 Upon recall of a certificate, the Chair of the Subcommittee will inform the member of the reasons for recall and the certificate must be returned to CSC.
 - 3.1.10.7.4 Individuals whose certificates have been recalled have no claim for recovery of balance of paid dues.
- 3.1.10.8 Appeal of Recall
 - 3.1.10.8.1 Members may appeal the recall of their certificate for causes other than failure to pay dues by written request to the Chair of the Education Certification Committee.

- 3.1.10.8.2 The Chair of the Education Certification Committee will appoint a committee of not less than five Registered Specification Writers, not members of the Subcommittee, to review the request in consultation with the Subcommittee.
- 3.1.10.8.3 The decision of this committee is final and binding.
- 3.1.10.9 Dues
 - 3.1.10.9.1 Registered Specification Writers shall pay annual registration dues that are established by the Subcommittee, in addition to CSC membership dues.
 - 3.1.10.9.2 Dues are payable to Construction Specifications Canada on receipt of invoice within time limits established by CSC By-Laws.
- 3.1.10.10 Qualifications for Registration
 - 3.1.10.10.1 Refer to Registered Specification Writer Application Form.
- 3.1.10.11 Codes of Conduct and Practice*
 - 3.1.10.11.1 Registered Specification Writers (RSW) by their acceptance of Registration shall agree to the following Code of Conduct and Practice:
 - 3.1.10.11.2 Code of Conduct Related to Project Work:
 - .1 The RSW performs quality work in accordance with accepted, recommended standards, using skill and good judgement.
 - .2 The RSW writes documents and specifications which are current, clear, concise, thorough, fair and capable of enforcement and specifies products on basis of merit without consideration for personal gain or favours.
 - .3 The RSW:
 - .1 upholds documents and specifications objectively and impartially;
 - .2 complies with Codes, Statutes, Regulations, and rules in connection with work undertaken;
 - .3 undertakes only work for which one is qualified;
 - .4 does not accept compensation for an identical service from more than one party;
 - .5 avoids conflicts of interest;
 - .6 does not make use of manufacturers or suppliers services which carry an obligation detrimental to ethics;
 - .7 maintains privacy of client's interests or business affairs and has loyalty to client's or employer's interests;
 - .8 maintains consideration for safety and welfare of the public;
 - .9 claims authorship for own work;
 - .10 does not provide services without a contract;
 - .11 does not gain advantage by undercutting another bid or proposal after bid or proposal closure.

- 3.1.10.11.3 Code of Conduct Related to Registered Specification Writers:
- .1 The RSW engages in activities to advance effectiveness of construction specification preparation including use of uniform practices and standard documents recommended by CSC.
 - .2 The RSW:
 - .1 supports the aims of the Association;
 - .2 freely exchanges non-confidential information and experience with other members of the Association;
 - .3 avoids conduct that would reasonably be regarded as disgraceful, dishonourable, or unprofessional;
 - .4 acts towards other members of the Association with respect, good will and fairness;
 - .5 does not maliciously injure the reputation or business of another RSW member.

*This information is to be sent to an RSW either during the program of certification or upon award of their certificate.

3.2 CERTIFIED TECHNICAL REPRESENTATIVE CERTIFICATION (CTR)

3.2.1 Objectives:

- 3.2.1.1 To certify members of CSC who have satisfied the requirements of the Certified Technical Representative Subcommittee and carry out the objectives and activities contained in these Directives, and in particular:
- 3.2.1.2 Assess the qualifications of applicants for certification as a Certified Technical Representative.
- 3.2.1.3 Review and administer Subcommittee Directives.
- 3.2.1.4 Review qualification standards of the CTR Program on an annual basis.
- 3.2.1.5 Liaise with CSC Education Certification Committee on matters pertaining to education of Technical Representatives.

3.2.2 Composition of Subcommittee

- 3.2.2.1 Not less than seven (7) CSC members of which at least four (4) shall be Certified Technical Representatives, and to the extent possible the Subcommittee should represent the multi-disciplinary membership of CSC.
- 3.2.2.2 Of the four (4) Certified Technical Representatives, one shall be Chair and one shall be Vice-Chair.
- 3.2.2.3 One or more supplementary non-voting members shall be from each Chapter to assist in the Subcommittee's operations invited as needed to attend Subcommittee meetings.

3.2.3 Qualifications & Replacements

- 3.2.3.1 Subcommittee members are to be canvassed from the general membership on a yearly basis.
- 3.2.3.2 Subcommittee members are selected for their knowledge and interest in the advancement and edification of Technical Representatives and the promotion of the Certified Technical Representative Program.
- 3.2.3.3 Subcommittee members are to be CSC members in good standing.
- 3.2.3.4 Resignations must be in writing. Replacements will be appointed for any member who is unable to complete the term of office by the Subcommittee.

3.2.4 Appointment

- 3.2.4.1 CTR Subcommittee members shall be appointed for a minimum of two (2) years and a maximum of four (4) years. No more than four new members shall be appointed by the Subcommittee in any one year. The Subcommittee term of appointment shall correspond with the CSC Annual General Meeting.
- 3.2.4.2 The Vice-Chair and Secretary shall be Subcommittee members, appointed by Subcommittee members at the first meeting of each year.

3.2.5 Subcommittee Members and Duties

- 3.2.5.1 The Chair; Vice-Chair or an appointed delegate of the Subcommittee shall communicate with and report to the Education Certification Committee. Education Certification Committee Chair shall report to the Board of Directors on behalf of the Subcommittee.
- 3.2.5.2 The Chair shall be a non-voting member of the Subcommittee who shall only vote in case of a tie.
- 3.2.5.3 The Vice-Chair shall assume the duties of the chair in the chair's absence.
- 3.2.5.4 The Secretary shall record minutes of meetings and distribute them promptly thereafter in order to permit the various Subcommittee members to act upon them.

3.2.6 Meetings

- 3.2.6.1 The Subcommittee shall meet at least once each year and as required to transact business. The Chair calls meetings. Members shall be given at least 30 days advance notice to attend.
- 3.2.6.2 All matters before the Subcommittee are to be decided by the majority of the members present; four will constitute a quorum.

3.2.7 Expenses

- 3.2.7.1 Refer to Directive 10.0, Reimbursement of Expenses.
- 3.2.7.2 The Subcommittee's expenses must not exceed the amount set out for this purpose in the Annual Budget of the Corporation, except as approved by the Board of Directors.

3.2.8 Payment for Services

- 3.2.8.1 Refer to the Constitution and Directive 9.0.

3.2.9 Amendments

- 3.2.9.1 The Subcommittee by a majority vote of its members may enact, repeal or amend the Directives of the Subcommittee subject to the approval of the Education Certification Committee and the Board of Directors of CSC.
- 3.2.9.2 When circumstances permit, important matters as determined by the Chair, shall not be finalized until absent members have had a reasonable opportunity to review and submit written comment.

3.2.10 Conditions of Certification

- 3.2.10.1 Certification
 - 3.2.10.1.1 Certification is available to CSC members who have satisfied the requirements of the CTR Program.
- 3.2.10.2 Applications for Certification
 - 3.2.10.2.1 Applicants must be members in good standing of Construction Specifications Canada.

- 3.2.10.2.2 Applications must be submitted on the CTR Program Application form and be accompanied by the prescribed fees and documentation.
- 3.2.10.2.3 If an application is accepted by the Subcommittee, the CSC Office will so inform the applicant and issue instructions regarding mentoring, submissions, availability of assistance and requirements for examinations.
- 3.2.10.3 Application and Examination Fees
 - 3.2.10.3.1 Application and fees are established at the discretion and by resolution of the Subcommittee, and are payable to CSC.
- 3.2.10.4 Failure to Meet Certification Requirements
 - 3.2.10.4.1 An applicant who has failed to meet the application, examination or presentation requirements of the Subcommittee will be notified by the CSC Office with reasons for rejection and recommendation(s) for future direction. Application, examination, and presentation fees are non-refundable.
- 3.2.10.5 Register
 - 3.2.10.5.1 The Executive Director will maintain a Register at the Corporate CSC Office.
 - 3.2.10.5.2 The name, address and date of certification of each member approved for certification by the Subcommittee, and who have paid the required dues and signed and agree to abide by the Code of Conduct and Practice will be entered into the Register.
 - 3.2.10.5.3 The Register is open to inspection by any persons so requesting.
- 3.2.10.6 Certificate and Title
 - 3.2.10.6.1 Each member whose name is inscribed in the Register will receive a CTR certificate bearing the member's name, date of certification, the seal of the Corporation and the signatures of the President and Chair of the Education Certification Committee. The certificate remains the property of CSC. Each member will receive a copy of the CTR Code of Conduct and Practice at the time of certification.
 - 3.2.10.6.2 Members so registered are titled "Certified Technical Representatives" (CTR) or "Représentant Technique Certifié" (RTC) and are entitled to use this designation provided they continue to abide by the Code of Conduct and Practice.
- 3.2.10.7 Conduct
 - 3.2.10.7.1 Certified Technical Representatives are required to comply with the Code of Conduct and Practice of these Directives.

- 3.2.10.8 Recall of Certificate
 - 3.2.10.8.1 The Certification Subcommittee by a majority vote of its members may recall the certificate and remove from the Register the name of any member whose conduct has been contrary to the Code of Conduct and the Practice of these Directives.
 - 3.2.10.8.2 Non-payment of annual dues within the time stipulated in the CSC By-Laws will be cause for automatic recall of a certificate and removal of name from the Register.
 - 3.2.10.8.3 Upon recall of a certificate, the Chair of the Subcommittee will inform the member of the reasons for recall and the certificate must be returned to CSC.
 - 3.2.10.8.4 Individuals whose certificates have been recalled have no claim for recovery of balance of paid dues.
- 3.2.10.9 Appeal of Recall
 - 3.2.10.9.1 Members may appeal the recall of their certificate for causes other than failure to pay dues by written request to the Chair of the Education Certification Committee.
 - 3.2.10.9.2 The Chair of the Education Certification Committee will appoint a committee of not less than five Certified Technical Representatives, not members of the Subcommittee, to review the request in consultation with the Subcommittee.
 - 3.2.10.9.3 The decision of this committee is final and binding.
- 3.2.10.10 Dues
 - 3.2.10.10.1 Certified Technical Representatives shall pay annual Certification dues that are established by the Subcommittee, in addition to CSC membership dues.
 - 3.2.10.10.2 Dues are payable to Construction Specifications Canada on receipt of invoice within time limits established by CSC By-Laws.
- 3.2.10.11 Qualifications for Certification
 - 3.2.10.11.1 Refer to separate Certified Technical Representative Application Form.
- 3.2.10.12 Codes of Conduct and Practice*
 - 3.2.10.12.1 Certified Technical Representatives by their acceptance of Certification shall agree to the following Code of Conduct and Practices:
 - 3.2.10.12.2 Code of Conduct related to Project Work:
 - .1 The CTR performs quality work in accordance with accepted, recommended standards, skill and good judgement;
 - .2 represents products or services in a fair, timely and consistent manner. Will not knowingly misrepresent a product or service;
 - .3 represents products, services and information on the basis of merit in a clear, concise and complete manner without consideration for personal gain. Will not knowingly misrepresent a product or service;
 - .4 The CTR:
 - .1 maintains consideration for safety and welfare of the public;

- .2 maintains privacy of clients interests or business affairs and
 - .3 complies with Codes, Statutes, Regulations, and rules applicable to work undertaken.
- 3.2.10.12.3 Code of Conduct related to the Certified Technical Representative:
- .1 The CTR engages in activities to advance effectiveness of construction technical documents, product literature, and specification preparation including use of uniform practices and standard documents recommended by CSC;
 - .2 The CTR shall not present the CTR designation as an endorsement of products or services but as a certification that the CTR has achieved prescribed level of knowledge and understanding of the design and construction process through successful completion of a course of studies;
 - .3 The CTR;
 - .1 supports the aims of the CSC;
 - .2 freely exchanges non confidential information and experience with other members of the Association;
 - .3 avoids conduct which would reasonably be regarded as disgraceful, dishonourable, or unprofessional;
 - .4 acts toward other CTR members with respect, good will, and fairness;
 - .5 does not maliciously injure the reputation or business of another member.

*This information is to be sent to a CTR either during the program of certification or upon award of their certificate.

3.3 CERTIFIED CONSTRUCTION CONTRACT ADMINISTRATOR CERTIFICATION (CCCA)

3.3.1 Objectives

- 3.3.1.1 To certify members of CSC who have satisfied the requirements of the Certified Construction Contract Administrators Subcommittee and carry out the objectives and activities contained in these Directives, and in particular:
- 3.3.1.2 Assess the qualifications of applicants for certification as a Certified Construction Contract Administrator.
- 3.3.1.3 Review and administer Subcommittee Directives.
- 3.3.1.4 Review qualification standards of the CCCA Program on an annual basis.
- 3.3.1.5 Liaise with CSC Education Certification Committee on matters pertaining to education of Contract Administrators.

3.3.2 Composition of Subcommittee

- 3.3.2.1 Not less than seven (7) CSC members of which at least four (4) shall be Certified Construction Contract Administrators, and to the extent possible the subcommittee should represent the multi-disciplinary membership of CSC.
- 3.3.2.2 Of the four (4) Certified Construction Contract Administrators, one shall be Chair and one shall be Vice-Chair.
- 3.3.2.3 One or more supplementary non-voting members shall be from each Chapter to assist in the Subcommittee's operations invited as needed to attend Subcommittee meetings.

- 3.3.3 Qualifications & Replacements
 - 3.3.3.1 Subcommittee members are to be canvassed from the general membership on a yearly basis.
 - 3.3.3.2 Subcommittee members are selected for their knowledge and interest in the advancement and edification of Contract Administrators and promotion of the Certified Construction Contract Administration Program.
 - 3.3.3.3 Subcommittee members are to be CSC members in good standing.
 - 3.3.3.4 Resignations must be in writing. Replacements will be appointed for any member who is unable to complete the term of office by the Subcommittee.
- 3.3.4 Appointment
 - 3.3.4.1 CCCA Subcommittee members shall be appointed for a minimum of two (2) years and a maximum of four (4) years. No more than four new members shall be appointed by the Subcommittee in any one year. The Subcommittee term of appointment shall correspond with the CSC Annual General Meeting.
 - 3.3.4.2 The Vice-Chair and Secretary shall be Subcommittee members, appointed by Subcommittee members at the first meeting of each year.
- 3.3.5 Subcommittee Members and Duties
 - 3.3.5.1 Chair; Vice-Chair or an appointed delegate of the Subcommittee shall communicate with and report to the Education Certification Committee. The Education Certification Committee Chair shall report to the Board of Directors on behalf of the Subcommittee. The Chair shall be a non-voting member of the Subcommittee who shall only vote in case of a tie.
 - 3.3.5.2 The Vice-Chair shall assume the duties of the chair in the chair's absence.
 - 3.3.5.3 The Secretary shall record minutes of meetings and distribute them promptly thereafter in order to permit the various Subcommittee members to act upon them.
- 3.3.6 Meetings
 - 3.3.6.1 The Subcommittee shall meet at least once each year and as required to transact business. Meetings are called by the Chair. Members shall be given at least 30 days advance notice to attend.
 - 3.3.6.2 All matters before the Subcommittee are to be decided by the majority of the members present; four will constitute a quorum.
- 3.3.7 Expenses
 - 3.3.7.1 Refer to Directive 10.0, Reimbursement of Expenses.
 - 3.3.7.2 The Subcommittee's expenses must not exceed the amount set out for this purpose in the Annual Budget of the Corporation, except as approved by the Board of Directors.
- 3.3.8 Payment for Services
 - 3.3.8.1 Refer to the Constitution and Directive 9.0.
- 3.3.9 Amendments
 - 3.3.9.1 The Subcommittee by a majority vote of its members may enact, repeal or amend the Directives of the Subcommittee subject to the approval of the Education Certification Committee and the Board of Directors of CSC.

3.3.9.2 When circumstances permit, important matters as determined by the Chair, shall not be finalized until absent members have had a reasonable opportunity to review and submit written comment.

3.3.10 Requirements of Certification

3.3.10.1 Certification

3.3.10.1.1 Certification is available to CSC members who have satisfied the requirements of the CCCA Program.

3.3.10.2 Applications for Certification

3.3.10.2.1 Applicants must be members in good standing of Construction Specifications Canada

3.3.10.2.2 Applications must be submitted on the CCCA Program Application form and be accompanied by the prescribed fees and documentation.

3.3.10.2.3 If an application is accepted by the Certification Subcommittee, the CSC Office will so inform the applicant and issue instructions regarding mentoring, submissions, availability of assistance and requirements for examinations.

3.3.10.3 Application and Examination Fees

3.3.10.3.1 Application and fees are established at the discretion and by resolution of the Subcommittee, and are payable to CSC.

3.3.10.4 Failure to Meet Certification Requirements

3.3.10.4.1 An applicant who has failed to meet the application, examination or presentation requirements of the Subcommittee will be notified by the CSC Office with reasons for rejection and recommendation(s) for future direction.

3.3.10.4.2 Application, examination, and presentation fees are non-refundable.

3.3.10.5 Register

3.3.10.5.1 The Executive Director will maintain a Register at the Corporate CSC Office.

3.3.10.5.2 The name, address and date of certification of each member approved for certification by the Subcommittee, and who have paid the required dues and signed and agree to abide by the Code of Conduct and Practice will be entered into the Register.

3.3.10.5.3 The Register is open to inspection by any persons so requesting.

3.3.10.6 Certificate and Title

3.3.10.6.1 Each member whose name is inscribed in the Register will receive a CCCA certificate bearing the member's name, date of certification, the seal of the Corporation and the signatures of the President and Chair of the Education Certification Committee. The certificate remains the property of CSC. Each CCCA will receive a copy of the CCCA Code of Conduct and Practice at the time of certification.

- 3.3.10.6.2 Members so registered are titled "Certified Construction Contract Administrators" (CCCA) or "Administrateur de Contrat de Construction" (ACC) and are entitled to use this designation provided they continue to abide by the Code of Conduct and Practice.
- 3.3.10.7 Conduct
 - 3.3.10.7.1 Certified Construction Contract Administrators are required to comply with the Codes of Conduct and Practice of these Directives.
- 3.3.10.8 Recall of Certificate
 - 3.3.10.8.1 The Subcommittee by a majority vote of its members may recall the certificate and remove from the Register the name of any member whose conduct has been contrary to the Code of Conduct and the Practice of these Directives.
 - 3.3.10.8.2 Non-payment of annual dues within the time stipulated in the CSC By-Laws will be cause for automatic recall of a certificate and removal of name from the Register.
 - 3.3.10.8.3 Upon recall of a certificate, the Chair of the Subcommittee will inform the member of the reasons for recall and the certificate must be returned to CSC.
 - 3.3.10.8.4 Individuals whose certificates have been recalled have no claim for recovery of balance of paid dues.
- 3.3.10.9 Appeal of Recall
 - 3.3.10.9.1 Members may appeal the recall of their certificate for causes other than failure to pay dues by written request to the Chair of the Education Certification Committee.
 - 3.3.10.9.2 The Chair of the Education Certification Committee will appoint a committee of not less than five Certified Construction Contract Administrators, not members of the Subcommittee, to review the request in consultation with the Subcommittee.
 - 3.3.10.9.3 The decision of this committee is final and binding.
- 3.3.10.10 Dues
 - 3.3.10.10.1 Certified Construction Contract Administrators shall pay annual Certification dues that are established by the Subcommittee, in addition to CSC membership dues.
 - 3.3.10.10.2 Dues are payable to Construction Specifications Canada on receipt of invoice within time limits established by CSC By-Laws.
- 3.3.10.11 Qualifications for Certification
 - 3.3.10.11.1 Refer to separate Certified Construction Contract Administrator Application document.
- 3.3.10.12 Codes of Conduct & Practice*
 - 3.3.10.12.1 Certified Construction Contract Administrator by their acceptance of Certification shall agree to the following Code Conduct and Practices:
 - 3.3.10.12.2 Code of Conduct related to Project Work:
 - .1 The CCCA performs quality work in accordance with accepted, recommended standards, skill and good judgement;

- .2 The CCCA administers and conducts work in a fair and consistent manner in accordance with the contract documents and industry practice;
- .3 The CCCA issues instructions which are current, clear, concise, thorough, fair, and capable of enforcement on a basis of merit in a concise and complete manner. Will knowingly not misrepresent a service;
- .4 The CCCA:
 - .1 upholds documents and specifications objectively and impartially.
 - .2 complies with Codes, Statutes, Regulations, and rules applicable to work undertaken;
 - .3 undertakes only work for which one is qualified;
 - .4 does not accept compensation for a service from more than one party on a project;
 - .5 avoids conflicts of interest;
 - .6 does not use manufacturers or suppliers services that carry an obligation detrimental to the Code of Conduct;
 - .7 maintains confidentiality of client's or employer's interests or business affairs and has loyalty to client's or employer's interests;
 - .8 maintains consideration for safety and welfare of the public;
 - .9 does not provide services without a contract or written letter of understanding, and
 - .10 communicates through channels designated for the project.

3.3.10.12.3 Code of Conduct related to Certified Construction Contract Administrators:

- .1 The CCCA engages in activities to advance effectiveness of recommended CSC practices in organizing, implementing, supervising construction contract documents;
- .2 The CCCA:
 - .1 supports the aims of CSC;
 - .2 freely exchanges non-confidential information and experience with other members of CSC;
 - .3 avoids conduct which would reasonably be regarded as disgraceful, dishonourable, or unprofessional;
 - .4 acts towards other CCCA members with respect, goodwill and fairness;
 - .5 does not maliciously undermine the reputation or business of another CCCA member.

*This information is to be sent to a CCCA either during the program of certification or upon award of their certificate.

3.4 CERTIFIED SPECIFICATION PRACTITIONER CERTIFICATION (CSP)

3.4.1 Objectives

- 3.4.1.1 To certify members of CSC who have satisfied the requirements of the Certified Specification Practitioner Subcommittee and carry out the objectives and activities contained in these Directives, and in particular:
- 3.4.1.2 Assess the qualifications of applicants for certification as a Certified Specification Practitioner.

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- 3.4.1.3 Review and administer Subcommittee Directives
 - 3.4.1.4 Review qualification standards of the CSP Program on an annual basis.
 - 3.4.1.5 Liaise with CSC Education Certification Committee on matters pertaining to education of Specification Practitioners.
 - 3.4.2 Composition of Subcommittee
 - 3.4.2.1 Not less than five (5) CSC members of whom at least three (3) shall be Certified Specification Practitioners, except for the first two years where other Certified or Registered CSC members may be substituted, and to the extent possible, the subcommittee should represent the multi-disciplinary membership of CSC.
 - 3.4.2.2 Of the three (3) Certified Specification Practitioners, one shall be Chair and one shall be Vice-Chair.
 - 3.4.2.3 One or more supplementary non-voting members may be from each ECC Subcommittee to assist in the CSP Subcommittee's operations invited as needed to attend Subcommittee meetings.
 - 3.4.3 Qualifications and Replacements
 - 3.4.3.1 Subcommittee members are to be canvassed from the general membership on a yearly basis.
 - 3.4.3.2 Subcommittee members are selected for their knowledge and interest in the advancement of the profession.
 - 3.4.3.3 Subcommittee members are to be CSC members in good standing.
 - 3.4.3.4 Resignations must be in writing. Replacements will be appointed for any member who is unable to complete the term of office by the Subcommittee.
 - 3.4.4 Appointment
 - 3.4.4.1 CSP Subcommittee members shall be appointed for a minimum of two (2) years and for a maximum of four (4) years. No more than three (3) new members shall be appointed by the Subcommittee in any one year. The Subcommittee term of appointment shall correspond with the CSC Annual General Meeting.
 - 3.4.4.2 The Vice-Chair and Secretary shall be Subcommittee members, appointed by Subcommittee members at the first meeting of each year.
 - 3.4.5 Subcommittee Members and Duties
 - 3.4.5.1 Chair, Vice-Chair or an appointed delegate of the Subcommittee shall communicate with and report to the Education Certification Committee. The Education Certification Committee Chair shall report to the Board of Directors on behalf of the Subcommittee. The ECC Chair shall be a non-voting member of the Subcommittee who shall only vote in case of a tie.
 - 3.4.5.2 The Vice-Chair shall assume the duties of the Chair in the Chair's absence.
 - 3.4.5.3 The Secretary shall record minutes of meetings and distribute them promptly thereafter in order to permit the various Subcommittee members to act upon them.
 - 3.4.6 Meetings
 - 3.4.6.1 The Subcommittee shall meet at least once each year and as required to transact business. Meetings are called by the Chair. Members shall be given at least 30 days advance notice to attend.
 - 3.4.6.2 All matters before the Subcommittee are to be decided by the majority of the members present; three will constitute a quorum.

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- 3.4.7 Expenses
 - 3.4.7.1 Refer to Directive 10.0, Reimbursement of Expenses.
 - 3.4.7.2 The Subcommittee's expenses must not exceed the amount set out for this purpose in the Annual Budget of the Corporation, except as approved by the Board of Directors.
 - 3.4.8 Payment for Services
 - 3.4.8.1 Refer to the Constitution and Directive 9.0.
 - 3.4.9 Amendments
 - 3.4.9.1 The Subcommittee, by a majority vote of its members may enact, repeal or amend the Directives of the Subcommittee subject to the approval of the Education Certification Committee and the Board of Directors of CSC.
 - 3.4.9.2 When circumstances permit, important matters, as determined by the Chair, shall not be finalized until absent members have had a reasonable opportunity to review and submit written comment.
 - 3.4.10 Requirements of Certification
 - 3.4.10.1 Certification
 - 3.4.10.1.1 Certification is available to CSC members who have satisfied the requirements of the CSP Program.
 - 3.4.10.2 Applications for Certification
 - 3.4.10.2.1 Applicants must be members in good standing of Construction Specifications Canada.
 - 3.4.10.2.2 Applications must be submitted on the CSP Application form and be accompanied by the prescribed fees and documentation.
 - 3.4.10.2.3 If an application is accepted by the Certification Subcommittee, the
 - 3.4.10.2.4 CSC Office will so inform the applicant and issue instructions regarding mentoring, submissions, availability of assistance and requirements for examinations.
 - 3.4.10.3 Application and Examination Fees
 - 3.4.10.3.1 Application and fees are established at the discretion and by resolution of the Subcommittee and are payable to CSC.
 - 3.4.10.4 Failure to Meet Certification Requirements
 - 3.4.10.4.1 An applicant who has failed to meet the application, examination or experience requirements of the Subcommittee will be notified by the Subcommittee Chair with reasons for denial and recommendation(s) for future direction.
 - 3.4.10.4.2 Application and examination fees are non-refundable.
 - 3.4.10.5 Register
 - 3.4.10.5.1 The Executive Director will maintain a Register at the Corporate CSC Office.

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- 3.4.10.5.2 The name, address and date of certification of each member approved for certification by the Subcommittee, and who has paid the required dues and signed and agree to abide by the Code of Conduct and Practice will be entered into the Register.
- 3.4.10.5.3 The Register is open to inspection by any persons so requesting.
- 3.4.10.6 Certificate and Title
- 3.4.10.6.1 Each member whose name is inscribed in the Register will receive a CSP certificate bearing the member's name, date of certification, the seal of the Corporation and the signatures of the President and Chair of the Education Certification Committee. The certificate remains the property of CSC. Each CSP will receive a copy of the CSP Code of Conduct and Practice at the time of certification.
- 3.4.10.6.2 Members so registered are titled "Certified Specification Practitioners" (CSP) or "Le Practicien Certifiés de Spécifications" (PCS) and are entitled to use this designation provided they continue to be a member of CSC, and abide by the Code of Conduct and Practice.
- 3.4.10.7 Conduct
- 3.4.10.7.1 Certified Specification Practitioners are required to comply with the Codes of Conduct and Practice of these Directives.
- 3.4.10.8 Recall of Certificate
- 3.4.10.8.1 The Subcommittee, by a majority vote of its members, may recall the certificate and remove from the Register the name of any member whose conduct has been contrary to the Code of Conduct and Practice of these Directives.
- 3.4.10.8.2 Non-payment of annual dues within the time stipulated in the CSC By-laws will be cause for automatic recall of a certificate and removal of name from the Register.
- 3.4.10.8.3 Upon recall of a certificate, the Chair of the Subcommittee will inform the member of the reasons for the recall and the certificate must be returned to CSC.
- 3.4.10.8.4 Individuals whose certificates have been recalled have no claim for recovery of balance of paid dues.
- 3.4.10.9 Appeal of Recall
- 3.4.10.9.1 Members may appeal the recall of their certificate for causes other than failure to pay dues by written request to the Chair of the Education Certification Committee.
- 3.4.10.9.2 The Chair of the Education Certification Committee will appoint a committee of not less than five (5) Certified Specification Practitioners, not members of the Subcommittee, to review the request in consultation with the Subcommittee.
- 3.4.10.9.3 The decision of this committee is final and binding.
- 3.4.10.10 Dues
- 3.4.10.10.1 Certified Specification Practitioners shall pay annual Certification dues that are established by the Subcommittee, in addition to CSC membership dues.

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- 3.4.10.10.2 Dues are payable to Construction Specifications Canada on receipt of invoice within time limits established by CSC By-Laws.
- 3.4.10.11 Codes of Conduct & Practice*
- 3.4.10.11.1 Certified Specification Practitioners by their acceptance of Certification shall agree to the following Code of Conduct and Practices:
- 3.4.10.11.2 Code of Conduct related to Project Work:
- .1 The CSP performs quality work in accordance with accepted, recommended standards, skill and good judgement;
 - .2 The CSP administers and conducts work in a fair and consistent manner in accordance with the contract documents and industry practice;
 - .3 The CSP issues instructions which are current, clear, concise, thorough, fair, and capable of enforcement on a basis of merit in a concise and complete manner.
 - .4 The CSP will knowingly not misrepresent a service;
 - .5 The CSP:
 - .1 upholds documents and specifications objectively and impartially.
 - .2 complies with Codes, Statutes, Regulations, and rules applicable to work undertaken;
 - .3 undertakes only work for which one is qualified;
 - .4 does not accept compensation for a service from more than one party on a project;
 - .5 avoids conflicts of interest;
 - .6 does not use manufactures' or suppliers' services that carry an obligation detrimental to the Code of Conduct;
 - .7 maintains confidentiality of clients' and employer's interests or business affairs and has loyalty to client and employers interests;
 - .8 maintains consideration for safety and welfare of the public;
 - .9 does not provide services without a contract or written letter of understanding, and
 - .10 communicates through channels designated for the project.
- 3.4.10.11.3 Code of Conduct related to Certified Specification Practitioners:
- .1 The CSP engages in activities to advance effectiveness of recommended CSC practices in organizing, implementing, and supervising construction contract documents;
 - .2 The CSP:
 - .1 supports the aims of CSC;
 - .2 freely exchanges non-confidential information and experience with other members of CSC;
 - .3 avoids conduct which would reasonably be regarded as disgraceful, dishonourable, or unprofessional;
 - .4 acts towards other CSP members with respect, goodwill and fairness;
 - .5 does not maliciously undermine the reputation or business of another CSP member.

*This information is to be sent to a CSP either during the program of certification or upon award of their certificate.

END OF DIRECTIVE

4.0 MEMBERSHIP DUES

4.1 DUES

4.1.1 Reference

4.1.1.1 By-Laws: 13.0

4.1.2 Amounts

4.1.2.1 As approved by Board of Directors.

4.1.3 Membership Year

4.1.3.1 January 1st to December 31st

4.1.4 Date Due

4.1.4.1 Payment in full on or before January 1st of each calendar year..

4.1.5 Partial Dues

4.1.5.1 New member dues for the first year, are to be pro-rated on a quarterly basis

4.1.5.2 New members joining between October 1st and December 31st receive the remainder of t

4.2 CHAPTER REBATES

4.2.1 Rebates

4.2.1.1 An amount equal to 10% of all dues received will be set aside in separate account called the Chapter Development Fund. Where a new member is accepted during the year, the deposit will be 10% of the dues paid.

4.2.1.2 Each Chapter is entitled to its share of this Fund proportionate to Chapter membership if the chapter has submitted to the Association completed and accurate financial statements ending March 31 in the year for which the rebate was calculated in the prescribed format (see CSC Administrative Part 4 Exhibit A).

4.2.1.3 Each Chapter will be informed of the amount of entitlement standing to the credit of their respective Chapter at the end of the month of February, each year.

4.2.1.4 A Chapter must inform the Association in writing if they wish to collect or decline the Chapter Rebate. This is a requirement for audit purposes.

END OF DIRECTIVE

5.0 MEMBER CODE OF CONDUCT

5.1 REFERENCE

5.1.1 By-Laws: 9.6

5.2 OBJECTIVE

5.2.1 To establish a Code of Conduct that all CSC members must adhere to as a minimum.

5.3 GENERAL

5.3.1 A member of CSC shall:

5.3.1.1 support the goals of CSC.

5.3.1.2 freely exchange non-confidential information and experience with other members of CSC.

5.3.1.3 avoid conduct which would reasonably be regarded as disgraceful, dishonourable or unprofessional.

5.3.1.4 act towards other CSC members with respect, goodwill and fairness.

5.3.1.5 not maliciously undermine the reputation or business of CSC or any of its members.

5.3.1.6 avoid actions and situations where the member's personal interests conflict or appear to conflict with the activities of CSC; if in doubt the member may contact the Registrar for clarification.

5.3.1.7 not use the offices or the facilities of the Corporation for the promotion of his personal business or professional interests.

5.3.1.8 not knowingly violate any law or regulation.

5.4 MEETINGS

5.4.1 All participants in any meeting of CSC members dealing with business of the corporation conduct themselves in accordance with the CSC Rules of Order for Meetings and CSC Rules of Engagement for Meetings.

5.4.2 Rules of Order

5.4.2.1 Respect others' opinions even if you don't agree

5.4.2.2 Engage every-one and encourage them to speak

5.4.2.3 In a forum, raise your hand and be acknowledged before you speak

5.4.2.4 Check ego at the door

5.4.2.5 Constructive feedback instead of destructive feedback

5.4.2.6 Come prepared (this is already in the roles and responsibilities for Directors)

5.4.2.7 Every discussion needs a moderator

5.4.2.8 Do not dominate the conversation (this would be facilitated by the moderator above)

5.4.2.9 Stay with the topic.

5.4.2.10 Take a break if discussions are not progressing in a positive manner.

5.4.2.11 Remember and respect the rules

5.4.3 Rules of Engagement

5.4.3.1 Encourage the mentoring of new board members – team new members with more experienced members when they join the board

5.4.3.2 Reemphasize directors of corresponding members of program committees

5.4.3.3 Mandatory participation of directors on program committees (sub. of above)

- 5.4.3.4 Verbal status report by all participants at each board meeting
- 5.4.3.5 More communication (between board members) between meetings
- 5.4.3.6 Endeavor to provide clear and concise information at all times – up and down
- 5.4.3.7 Include Vision and Mission statements in meeting preparation materials (to encourage discussion alignment with CSC’s Vision and Mission statements)

END OF DIRECTIVE

6.0 NOMINATIONS AND ELECTIONS

6.1 REFERENCE

- 6.1.1 Bylaws: 1.14, 9.3, 9.5, 17.0, 24, 29
- 6.1.2 Directive: 11.1, Committees - General
- 6.1.3 Time Schedule: attached

6.2 OBJECTIVES

- 6.2.1 To seek out and identify members willing to take office as Director at Large to serve as 4th Vice-President. This Committee will supervise the election. The persons nominated must be willing to serve as President if called upon by the Board to do so.
- 6.2.2 Committee
 - 6.2.2.1 The Chair will be the immediate Past President subject to the approval of the Board of Directors. At least four other members knowledgeable in the current affairs of the Association will be appointed by the Chair (i.e.; Executive Council).
 - 6.2.2.2 Neither the Chair nor members of this Committee will be eligible for nomination.
- 6.2.3 Procedure
 - 6.2.3.1 The Committee will invite, by mail, all members eligible to vote, to make nominations for the office using the form provided. (See Document 'A').
 - 6.2.3.2 Nominations may be made by not less than ten members reflecting membership in at least three different Chapters, provided that the consent of the nominee is obtained.
 - 6.2.3.3 Such nominations are to be received by the Executive Director before the date stipulated on the form.
 - 6.2.3.4 If no nominations are received from the general membership, the Committee will nominate a 4th Vice-President.
 - 6.2.3.5 The Executive Director will ensure that the Registrar verifies the eligibility of nominees and nominators.
 - 6.2.3.6 Should any nomination prove to be invalid within 5 days, the chair shall inform the first, second or third nominator with an explanation. The Executive Director shall return the invalid nomination form to the nominator so informed. The nominator shall have the right to remedy the invalid nomination form and return it to Executive Director within 14 days.
 - 6.2.3.7 When nominations have been received and verified, they shall be conveyed to the Nominating Committee. The nominating Committee issue a list of the nominees for Vice President.
 - 6.2.3.8 In the event that there is more than one nomination for the position of Director At Large for the position of 4th Vice President, the Executive Director will prepare a ballot form (Document 'B'). One copy of the ballot form, together with instructions for its' use, will be delivered to each member
- 6.2.4 Ballot
 - 6.2.4.1 Ballot forms, completed and sealed as prescribed are to be received by the Executive Director before the date stipulated on the form.
 - 6.2.4.2 Before opening the ballot envelopes, the Executive Director will have the Registrar or Registrar's representative verify the eligibility of the voters.
 - 6.2.4.3 The committee will appoint three unbiased scrutineers.

- 6.2.4.4 The scrutineers will decide on the validity of ballots, witness the opening of the ballot envelopes, and count the votes and tabulate the votes received by each candidate subjected to the ballot.
- 6.2.4.5 The tabulated results, the ballots both valid and invalid, and the envelopes will be collected by the Executive Director who will hold them in the event of a challenge from an unsuccessful candidate.
- 6.2.5 Election
 - 6.2.5.1 The election will be determined in favour of the candidate who has received the greater number of votes. In the event of a tie, the member with the longest continuous membership will be declared elected.
 - 6.2.5.2 The membership will be informed of the results of the election by the Executive Director, prior to the Annual General Meeting

DOCUMENT 'A'

20XX-20XX FORM FOR THE NOMINATION DIRECTOR AT LARGE TO SERVE AS
CSC VICE-PRESIDENT

Nominee: _____ Chapter: _____

I agree, if elected, to serve in the capacity of CSC Director at Large and as Vice-President for one year, and I am prepared to allow my name to stand in subsequent years for Vice-President, as appropriate, and that of President-Elect. I am also prepared to accept the responsibility of President. I also verify that I am not (a) a principal of, or hold a position of officer in a private sector organization; (b) hold a position in a public sector organization; or (c) hold a position with any organization that is in competition with CSC; and have final decision making and/or signing authority directly related to agreements with CSC, such as Memoranda of Understanding, contracts and alliances.

Signature of Nominee: _____

We, the following members in good standing, nominate this member as Director at Large to serve the office of CSC Vice-President. We represent at least three different CSC Chapters as indicated.

<u>Name (Printed)</u>	<u>Chapter</u>	<u>Signature & Date</u>
1 _____	_____	_____
2 _____	_____	_____
3 _____	_____	_____
4 _____	_____	_____
5 _____	_____	_____
6 _____	_____	_____
7 _____	_____	_____
8 _____	_____	_____
9 _____	_____	_____
10 _____	_____	_____

Return this form completed as required before XXXXXX to:

Executive Director
Construction Specifications Canada
120 Carlton St., Suite 312
Toronto, ON
M5A 4K2
Fax: (800) 668-5684 (Canada)
Fax: (416) 777-2197 (Toronto) or Email: info@csc-dcc.ca

DOCUMENT 'B'
BALLOT FORM FOR DIRECTOR AT LARGE FOR 4TH VICE-PRESIDENT:



Please indicate your choice for the position of Director at Large to Serve as **CSC 4th Vice-President** by placing an "X" in the appropriate brackets.

DO NOT IDENTIFY YOURSELF ON THIS BALLOT.

() Candidate Name

() Candidate Name

Return this ballot **VIA MAIL USING THE ADDRESSED AND STAMPED ENVELOPE PROVIDED** before **DATE**

Ballots that are faxed or emailed **WILL NOT** be accepted.

DOCUMENT 'C'

INSTRUCTIONS TO VOTERS:
(included with ballot form)

Any divergence from these instructions, or those of the form itself, will invalidate the ballot.

Do not, in any way, indicate your identity on the ballot form.

Your name and Chapter must be clearly printed on the envelope only and the envelope must be marked:
CSC BALLOT.

Enclose no material other than the ballot form in the self-addressed stamped envelope provided.

Seal the envelope and return it as indicated to the Executive Director.

The ballots, after validation, will be opened, counted and tabulated in the presence of independent, disinterested scrutineers. The principle of the secret ballot will be preserved at each stage of the process.

TIME SCHEDULE

(Minimum calendar days before the Annual General Meeting)

120 days -	Chair appointed
110 days -	Nomination forms sent to membership
80 days -	Nomination forms returned to Executive Director
85 days -	Nominations validated
80 days -	Nominations remedied, if required
70 days -	Ballots to membership
50 days -	Ballots due from membership
45 days -	Votes validated, counted and tabulated
40 days -	Executive Director notify the successful and unsuccessful candidates, concerned Chapter Chairs and Secretaries, so that the Chapter may re-organize for a Chapter Director if required, and appoint same 30 days before the Annual General Meeting.
14 or more days -	Results to membership

END OF DIRECTIVE

7.0 DUTIES OF EXECUTIVE COUNCIL

7.1 REFERENCE

7.1.1 By-laws: 30

7.2 PRESIDENT

7.2.1 The President will be the Chief Executive Officer of the Corporation and will supervise its affairs.

7.2.2 The President will preside at meetings of the Board of Directors, Executive Council and General meetings.

7.2.3 In the absence of the President, the President-Elect (1st Vice-President) will preside. If the President -Elect is not present the 2nd, 3rd or 4th Vice-President shall preside. If the president-Elect is not present than alternate Vice-President will be appointed by the Board. If no Vice-president is present, the members will appoint any other officer as Chair.

7.2.4 The President will represent CSC in dealings with other organizations or with the public; except as provided otherwise by the Board of Directors or by the By-laws.

7.3 VICE PRESIDENTS

7.3.1 In the absence of the President, the President-Elect (1st Vice-President) or in his/her absence another Vice-President will preside at meetings of the Board of Directors, Executive Council, and Annual General Meetings.

7.3.2 All Vice-Presidents will assist when requested to do so by the President.

7.3.3 Vice-Presidents may concurrently serve as Chapter Director for their Chapters

7.3.4 Vice-Presidents may concurrently serve as a Program Director

7.3.5 The President-Elect assumes the responsibility for Strategic Planning.

7.4 EXECUTIVE DIRECTOR

7.4.1 The Executive Director shall be employed on a contract basis with the Corporation with the proviso of termination included in the contract. The term of the contract shall be established by the Executive Council, not to exceed five years. The Executive Director will:

7.4.1.1 Report to the Board of Directors and Executive Council

7.4.1.2 Be the resident Executive of CSC and represent it within the framework of policies established by the Board of Directors. In matters requiring policy decisions or authority, the Executive Director will ask the President for advice.

7.4.1.3 Maintain up-to-date information on matters affecting the building professions and trades especially those developments which could be of interest or cause concern to CSC.

7.4.1.4 Maintain liaison with organizations in the construction industry at a national level as necessary for healthy and profitable mutual exchange of information.

- 7.4.1.5 Follow up and expedite Association programs with Committee Chairs; develop details of responsibilities inherent in any appointment; assist Officers, Directors and Committee Chairs in the performance of their duties.
- 7.4.1.6 Conduct the routine business of, and manage the Corporation Office, organize the work and direct the personnel; conduct correspondence and act for the Vice-Presidents and Officers of CSC as directed by the President.
- 7.4.1.7 Collect and distribute reports, information, documents, references and data required for meetings of Officers and Directors, and for special meetings as directed by the President and Executive Council .
- 7.4.1.8 Prepare written up-to-date reports on activities in which CSC is involved and assist the Executive Council by supplying necessary background information.
- 7.4.1.9 Represent CSC when requested by the President at a functions, accept speaking and writing engagements for the benefit of CSC.
- 7.4.1.10 Provide continuity of procedure and information for elected Officers.
- 7.4.1.11 Prepare quarterly statements, and if required, interim financial statements for review by the Secretary/Treasurer.
- 7.4.1.12 Prepare minutes of meetings of Executive Council and the Board of Directors for review by the President and the Secretary/Treasurer.
- 7.4.1.13 Attend, as a voting member, the regular meetings of the Board of Directors and Executive Council

7.5 IMMEDIATE PAST-PRESIDENT

- 7.5.1 The Immediate Past-President, may be appointed as Director At Large and sit as a member of the Executive Council and advises on policy matters. The Immediate Past-President acts in other capacities on request of the President.

7.6 SECRETARY / TREASURER

- 7.6.1 The Secretary/Treasurer will:
 - 7.6.1.1 Have custody of the funds of CSC and maintain and hold available the accounts thereof.
 - 7.6.1.2 Attend as a voting member, the regular meetings of the Board of Directors and Executive Council.
 - 7.6.1.3 Prepare an annual budget for approval by the Board of Directors at its Fall meeting.
 - 7.6.1.4 Present quarterly statements and yearend financial statements. Make Executive Council aware of any serious deviation from the Budget.
 - 7.6.1.5 Review submitted Chapter budgets and financial statements and comment or make recommendations accordingly to the Board of Directors.
 - 7.6.1.6 Advise all concerned that without permission of the Executive Council or the Board, they are not authorized to spend beyond the Budget.
 - 7.6.1.7 Assist Corporation Auditor as required, in preparation of annual audited statement. Ensure audited statement is available to the Membership a minimum of 21 days prior to the Annual General Meeting.
 - 7.6.1.8 Report to Membership at Annual General Meeting as required.

7.7 PROGRAM DIRECTORS

- 7.7.1 Program Directors are appointed by the Board of Directors for the following programs:
 - 7.7.1.1 Membership/Chapter Development/Communication
 - 7.7.1.2 Technical Studies

- 7.7.1.3 Publications
- 7.7.1.4 Education Certification
- 7.7.1.5 Legislative
- 7.7.1.6 Awards
- 7.7.1.7 Conferences
- 7.7.1.8 Strategic Planning
- 7.7.1.9 Marketing

7.7.2 Program Directors may concurrently serve as a Vice-President and/or Chapter Director.

7.7.3 Program Directors shall act as Chair of their respective program committees.

END OF DIRECTIVE

8.0 DUTIES OF REGISTRAR

8.1 AUTHORITY AND QUALIFICATIONS

- 8.1.1 The Registrar shall be a member of the Board of Directors. The position shall be appointed annually by the Board on the recommendation of the President.

8.2 DUTIES

- 8.2.1 Attend regular meetings of the Board of Directors as a voting member.
- 8.2.2 Sign Membership Certificates.
- 8.2.3 Respond to requests or complaints regarding the use of CSC logo by members or non-members.
- 8.2.4 Respond to and investigate alleged misuse of CSC designations by members or non-members.
- 8.2.5 Provide counsel on special matters as requested by the President from time to time.
- 8.2.6 Liaise with Registrars of related Provincial and National associations such as architectural, engineering, interior designers, technologists, etc.
- 8.2.7 Investigate reported allegations of misconduct or violations of the Codes of Conduct and practice by members.
- 8.2.7.1 Any allegations of misconduct or violations of the Codes of Conduct and Practice by members received will be forwarded by the Executive Council (EC) to the Registrar for the purpose of conducting an investigation.
- 8.2.7.2 If the Registrar finds no merit to the allegations, the Executive Council will be informed in writing. If the Executive Council accepts the findings of the Registrar the parties involved will be notified in writing.
- 8.2.7.3 If the Registrar finds that the allegations warrant an investigation, the Registrar will inform the Executive Council. The Executive Council will, in writing, notify the member under investigation as well as the party that made the allegations.
- 8.2.7.4 The Registrar will assemble a panel consisting of no less than three and no more than five members of which a minimum of three shall be members of the College of Fellows to carry out an investigation.
- 8.2.7.5 The Panel will base their investigation on information and or documentation available to them. The Panel will interview all parties involved. Phone calls shall be recorded and meeting minutes taken.
- 8.2.7.6 The Registrar will convey the Panel's findings, and where there is merit to the allegations, any recommendations regarding discipline to the Executive Council for action.
- 8.2.7.7 The Executive Council will review any recommendation. If the majority of Executive Council have any questions, concerns or need further clarification, the Executive Council will convey that request to the Registrar. Communication with the member under investigation will occur once a clear recommendation is achieved.

END OF DIRECTIVE

9.0 REMUNERATION FOR SERVICES

9.1 REFERENCE

9.1.1 Articles of Continuance

9.2 PROCEDURE

9.2.1 Members will not be paid per diem or similar remuneration for attendance at Board, Executive or Committee Meetings.

9.2.2 No appointed or elected voting members of the Board should receive remuneration for services rendered CSC with the exception of the Executive Director whose compensation shall be in accordance with the terms of the employment contract

9.2.3 Members of Committees should not hold a contract with the Corporation if this contract directly relates to duties as a Committee member. All efforts should be made to avoid any conflict of interest.

9.2.4 Members may be paid for other services rendered to CSC authorized by the Executive Council and in a Manner at a rate determined by Executive Council.

9.2.5 All contracts or agreements for services with members must be approved by the Finance Committee and reviewed periodically.

END OF DIRECTIVE

10.0 REIMBURSEMENT OF EXPENSES

10.1 REFERENCE

10.1.1 Articles of Continuance

10.2 PROCEDURE

10.2.1 Members of the Board of Directors, authorized committees, and others authorized by the Board to travel on Corporation business will be reimbursed by the Corporation as follows:

- 10.2.1.1 air travel at economy class fare;
- 10.2.1.2 automobile at a rate per kilometre established annually by the Finance Committee, whichever is less;
- 10.2.1.3 ground transportation by taxi, limousine, or public transportation;
- 10.2.1.4 hotels at single bedroom rates;
- 10.2.1.5 meals at reasonable charges.
- 10.2.1.6 Other approved expenses for CSC business will be reimbursed.

10.2.2 Members of the Board and authorized committees will not be reimbursed for expenses for the Annual Conference unless otherwise stipulated in the CSC Administrative Manual Part 7 – Conferences.

10.2.3 The President, Immediate Past President, Vice-Presidents (except the incoming 4th Vice-President), Secretary/ Treasurer, will be reimbursed for all expenses reasonably incurred during the execution of association business at the annual conference, including travel, accommodations and registration.

10.2.4 The President and President Elect spouses/companions will be provided conference registration fees and travel costs to attend the Annual Conference.

10.2.5 Spouses/Companions of all Executive Council members receive free conference registration.

10.2.6 Except as described above, and in CSC Administrative Manual Part 7 – Conferences registration fees for conferences will not be paid to, or for, any member.

10.2.7 Claims for expenses must be submitted on the CSC Expense Account form with original receipts for all claimed expenditures attached.

10.2.8 Expense claims received more than sixty (60) days after the month in which the expense occurred may not be honoured. All expenses incurred must be submitted prior to April 1 as annual audit and closing off of books is underway at that time.

10.2.9 Cheques for expenses may be obtained from CSC office in advance provided an application is made 30 days prior to the expenditure.

10.2.10 Cheques for expenses will be issued by CSC Office within a maximum of 30 days of receipt of an Expense Account.

10.3 EXPENSE SHEET

10.3.1 Copies of current Expense Sheet are available from the Association Office

END OF DIRECTIVE

11.0 COMMITTEES

11.1 GENERAL

11.1.1 Reference

11.1.1.1 By-Laws: 28.0

11.1.2 Objectives

11.1.2.1 To form committees as required to consider and recommend procedures related to the goals and objectives and management of CSC.

11.1.3 Composition

11.1.3.1 The various committees are formed by appointment. Where such appointments are made by the Board of Directors, they will be confirmed in writing.

11.1.4 Procedure

11.1.4.1 Each committee shall keep the Board of Directors informed by means of written reports submitted for scheduled meetings of the Board and shall prepare an annual report for presentation by the Program Director to the Annual General Meeting.

11.1.4.2 Each committee shall prepare budgeting and financial reports as appropriate to their operations and submit them to the Secretary/Treasurer.

11.1.4.3 All appointed committees are disbanded at the end of the term for which they are appointed. All Committees shall be reviewed annually.

11.1.5 Expenses

11.1.5.1 Refer to Directive 10.0, Reimbursement of Expenses.

11.2 LEGISLATIVE

11.2.1 Reference

11.2.1.1 By-Laws: 28.0

11.2.1.2 Directive: 11.1, Committees - General

11.2.2 Objectives

11.2.2.1 To advise the Board of Directors concerning the Constitution, the By-Laws of the Corporation and any published guidelines or Directives issued in relation to the management of CSC both at the corporate and Chapter level.

11.2.3 Composition

11.2.3.1 The Board of Directors will appoint a Chair who will be allowed to add to the Committee at his/her discretion.

11.2.4 Activity

11.2.4.1 To review and propose amendments to the Constitution, By-Laws and Directives referred to as necessary to develop the activities of CSC in accordance with its objects.

11.3 FINANCE

11.3.1 Reference

- 11.3.1.1 By-Laws: 28.0
- 11.3.1.2 Directive: 11.1, Committees - General

11.3.2 Objectives

- 11.3.2.1 The Committee will control and supervise the financial affairs and records of CSC to maintain financial stability, and recommend approval by the Board of Directors.
- 11.3.2.2 The Committee will investigate and report concerning all financial requirements and expenditures.

11.3.3 Composition

- 11.3.3.1 The Committee is to be composed of the members of Executive Council.

11.3.4 Procedure

- 11.3.4.1 The outgoing Committee will, before the end of the current fiscal year, prepare a draft budget for the coming fiscal year. The draft budget shall be based on the current year's income and expenditures, planned initiatives and programmes, and shall serve as the interim operating budget of the Association until reviewed by the new committee.
- 11.3.4.2 It will inform all those responsible for the various amounts listed in the budget and request them to submit a more detailed breakdown of their anticipated expenses.
- 11.3.4.3 Any changes to the draft budget are to be reviewed by the Executive Council and a final budget submitted to the Board of Directors for approval at its fall meeting.
- 11.3.4.4 It will inform all concerned of the approved amount in the budget.
- 11.3.4.5 The Executive Council must authorize any unbudgeted expenditures that do not exceed \$5,000. The President may approve an unbudgeted expenditure that do not exceed \$3,000.00 if a quorum of the Executive Council is not possible. Such amounts authorized should be confirmed in the minutes of the Executive Council meeting immediately following the expenditure. Any unbudgeted amount exceeding \$5,000.00 must be approved by the Board.

11.4 MEMBERSHIP/CHAPTER DEVELOPMENT/COMMUNICATION

11.4.1 Reference

- 11.4.1.1 By-Laws: 28.0
- 11.4.1.2 Directive: 11.1, Committees - General

11.4.2 Objectives

- 11.4.2.1 To increase and strengthen the membership.
- 11.4.2.2 To liaise with the membership through Chapter Membership Officers in order to promote good relations between the members and officers of CSC.
- 11.4.2.3 To assist Chapters in their development as effective local groups working for the aims of CSC.

11.4.3 Program Director

11.4.3.1 The Board of Directors will appoint a Program Director for Membership/Chapter Development/Communication, who will act as Chair of this Committee.

11.4.4 Composition

11.4.4.1 Each Chapter will appoint a Membership Officer as a corresponding member of the committee. Other members may be appointed by the Chair as required.

11.4.5 Activities

11.4.5.1 Cause the preparation and distribution of promotional devices together with forms of application designed to persuade prospective members to the aims of CSC.

11.4.5.2 Assist Chapters to promote CSC with a view of recruiting new members.

11.4.5.3 Co-ordinate, in cooperation with Program Directors for Education/Certification and Technical Studies, material for programs for use by Chapter Program Chairs.

11.4.5.4 Encourage the renewal of membership. Provide lists to Chapters of delinquent members. Obtain reports from Chapters regarding failure to renew.

11.4.5.5 Develop and oversee plans for member services.

11.4.5.6 Supervise the maintenance of membership records.

11.4.5.7 Monitor and assist in the issuance of a current membership directory on an annual basis.

11.4.5.8 Monitor and assist in the development and updating of CSC's web site.

11.4.5.9 Liaise with Chapter Specifier Editors to foster quality communication between the association and the membership through the Specifier medium.

11.5 LIAISON

11.5.1 Reference

11.5.1.1 By-Laws: 28.00

11.5.1.2 Directive: 11.1, Committees - General

11.5.2 Objectives

11.5.2.1 To liaise with Departments of Government, Agencies, Institutions, and Associations for the purpose of advancing the work of CSC as a whole.

11.5.3 Composition

11.5.3.1 The Chair will be appointed by the Board of Directors. Other members of the Committee will be appointed by the Board in consultation with the appointed Chair.

11.5.4 Procedures

11.5.4.1 The principle of Liaison with other associations is that it be conducted on an office-to-office basis.

11.5.4.2 President to President, Technical Director to Technical Director, Executive-Director to Executive Director, etc.

11.5.4.3 The principle of Liaison with governmental agencies and departments parallels that for associations. Policy matters, for example, President to Deputy Minister; Administrative matters, Executive-Director to Department Head or other designated staff member.

- 11.5.4.4 The general membership, or other committees, are not to correspond on behalf of CSC with other associations or government departments unless authorized. Corporation matters must be channelled through the Executive Director.
- 11.5.4.5 Notwithstanding the above, Chapter liaison and inter association dialogue is to be encouraged at the Chapter and Provincial levels, to pursue the aims and objectives of CSC.
- 11.5.4.6 Submit written reports before each scheduled Board of Directors meeting of individual liaison activities.

11.6 MARKETING

11.6.1 Reference

- 11.6.1.1 By-Laws: Article 28.0
- 11.6.1.2 Directive: 11.1, Committees - General

11.6.2 Objectives

- 11.6.2.1 To develop and implement a marketing strategy that will enhance the CSC brand.

11.6.3 Composition

- 11.6.3.1 The composition of the Marketing Committee shall not exceed 9 members and shall be:
 - 11.6.3.1.1 Voting members:
 - .1 Chair (appointed by the Executive Council)
 - .2 Program Director
 - .3 CSC members in good standing (Minimum 4, Maximum 6) to suggested in collaboration by the Chair and Program Director.
 - 11.6.3.1.2 Non-voting members:
 - .1 CSC Executive Director
 - 11.6.3.1.3 Minimum 1 year term and a maximum 2 year term, multi terms are permissible.
 - 11.6.3.1.4 The committee shall keep the Board of Directors informed by means of written reports submitted for scheduled meetings of the Board and shall prepare an annual report for presentation by the Program Director to the Annual General Meeting
 - 11.6.3.1.5 The committee shall prepare budgeting and financial reports as appropriate to their operations and submit them to the Secretary/Treasurer for approval

11.6.4 Goals

- 11.6.4.1 To create a strategy for the promotion of CSC products and services.
- 11.6.4.2 To create a strategy to communicate the benefits of the work CSC does for the betterment of the industry.
- 11.6.4.3 To create a strategy to promote the need and benefits of improved and quality construction documents.
- 11.6.4.4 To create a strategy to promote the benefits of continued professional development and education.
- 11.6.4.5 To assist Chapters in promoting the CSC brand.

11.7 CONFERENCES

11.7.1 Reference

- 11.7.1.1 By-Laws: 28
- 11.7.1.2 Directive: 11.1, Committees - General

11.7.2 Time Schedule

- 11.7.2.1 Refer to Part 7 Conferences (NOTE PART 7 IS CURRENTLY BEING REVIEWED)

11.7.3 Objectives

- 11.7.3.1 To establish policies for and guide the conduct of the Annual Conference.

11.7.4 Composition

- 11.7.4.1 The Conference Committee is composed of Co-Chairs, one being the Conferences Director appointed annually by Executive Council, the other being the Co-Chair appointed by the host Chapter, the Executive Director, and members of the host chapter assigned the duties of coordinating the Technical, Social and Companion Programs.

11.7.5 Procedure

- 11.7.5.1 The Host Chapter Conference Committees will report to the Conference Committee Co- Chairs.
- 11.7.5.2 Maintain Part 7 of the Administrative Manual, Conferences, for the benefit of successive Committees.
- 11.7.5.3 The Host Chapter Committee must submit a Post-Conference Report in accordance with Part 7 of the Administrative Manual, Conferences, no later than 60 days after the Annual General Meeting.

11.8 TECHNICAL STUDIES

11.8.1 Reference

- 11.8.1.1 By-Laws: 28.0
- 11.8.1.2 Directives: 11.1, Committees - General

11.8.2 Goals

- 11.8.2.1 To formulate programs of technical and related studies.
- 11.8.2.2 To liaise with other technical bodies provincially, nationally and internationally.
- 11.8.2.3 To develop and maintain systems and procedures related to the management and communication of information related to the construction process.

11.8.3 Objectives

- 11.8.3.1 Provide technical support to our educational programs by partnering with the CSC Education Certification Committee.
- 11.8.3.2 Investigate and develop state-of-the-art electronic systems for implementation by our association, our fellow members, and the Canadian construction industry.
- 11.8.3.3 Maintain and continually update our existing slate of technical documents.
- 11.8.3.4 Develop new technical documents and programs, designed to offer our members more opportunities to continually upgrade their skills and expertise.

- 11.8.3.5 Continue to monitor trends in Canadian construction law and develop contractually-related documents designed to aid our members in their day-to-day business.
- 11.8.3.6 Partner with other technically-oriented organizations for the development of technical documents and programs deemed to be of value to the construction industry.
- 11.8.4 Program Director
 - 11.8.4.1 The Board of Directors will appoint a Vice President for Technical Studies who will act as the Program Director of this Committee.
 - 11.8.4.2 The Program Director will maintain a detailed knowledge and understanding of all CSC documents and programs, and will coordinate the activities of this committee with those of other CSC committees.
 - 11.8.4.3 The Program Director will report on all activities of this committee to the Board of Directors.
 - 11.8.4.4 The Program Director may appoint a Committee Chair, at his/her discretion, subject to the approval of the Board of Directors, who will administer the activities of this committee.
 - 11.8.4.5 The Program Director will be considered a Member of this committee, with full voting privileges.
- 11.8.5 Executive Director
 - 11.8.5.1 The Association Executive Director will:
 - 11.8.5.1.1 Provide administrative support to this committee;
 - 11.8.5.1.2 Along with the Program Director, maintain a general knowledge and understanding of all CSC documents and programs, and coordinate activities of other committees with this committee; and
 - 11.8.5.1.3 Ensure the priorities, goals and objectives of the Association are maintained.
 - 11.8.5.2 The Executive Director is not a voting Member of this committee.
 - 11.8.5.3 The Executive Director may, as required, appoint a staff member to assist with or assume the Executive Director's duties and responsibilities to this committee.
- 11.8.6 Committee Chair
 - 11.8.6.1 The Committee Chair will:
 - 11.8.6.1.1 Administer and coordinate the activities of this committee;
 - 11.8.6.1.2 Report all activities of this committee to the Program Director on a regular and continual basis;
 - 11.8.6.1.3 Maintain a detailed knowledge of all documents and programs of this committee, and coordinate the activities of the CSC standing representatives, task groups and any retained consultants as directed by the Program Director.
 - 11.8.6.2 The Committee Chair will be considered a voting Member of this committee,
- 11.8.7 Appointments
 - 11.8.7.1 Volunteer appointments made by the Committee Chair shall be for a term of not more than two years. Appointments may be renewed up to a maximum of 3 consecutive terms. Terms of appointment shall correspond with the CSC Annual General Meeting.

- 11.8.7.2 Potential appointees are to be canvassed annually from the general membership.
 - 11.8.7.3 Committee appointees are selected for their knowledge and interest in the promotion of the goals and objectives of this committee and the Association.
 - 11.8.7.4 Committee appointees shall be CSC members in good standing.
 - 11.8.7.5 Resignations must be in writing. Replacements will be appointed for any member who is unable to complete their term.
- 11.8.8 Composition of Committee
- 11.8.8.1 The Committee Chair, in consultation with the Program Director, and subject to approval by the Board of Directors, will appoint not more than 3 Members to this committee. These Members are in addition to the Program Director and the Committee Chair. It is understood that reasonably equal regional representation from across the country is desired.
- 11.8.9 Task Groups
- 11.8.9.1 The Members of this committee, with the assistance of the Executive Director, may appoint volunteers to sit on Task Groups as needed to perform the tasks required. Volunteers for such Task Groups may be canvassed from both the general membership and from other industry specialists.
 - 11.8.9.2 Each Task Group will also include a Member of this committee.
 - 11.8.9.3 A Task Group will only exist for the duration of the identified task. Upon completion of this task, the Task Group will be disbanded.
- 11.8.10 Activities
- 11.8.10.1 This committee will identify technically-oriented documents or programs deemed to be worthwhile pursuing and developing.
 - 11.8.10.2 This committee will prepare a detailed business case, complete with financial data, for each proposed activity. Business cases will be presented to the Board of Directors for their approval and allocation of funding prior to implementation.
 - 11.8.10.3 This committee will prepare Requests for Proposals/Letters of Interest to solicit proposals from potential consultants to perform work on behalf of the Association. All such proposals received will be fairly evaluated using predetermined criteria, and provide a written recommendation for contract assignments to the Board of Directors for their approval and allocation of funding.
 - 11.8.10.4 This committee will monitor the progress of all tasks, and report on their progress or status to the Board of Directors.
 - 11.8.10.5 This committee will evaluate and measure the success or failure of completed tasks, and report their findings to the Board of Directors.
- 11.8.11 Meetings
- 11.8.11.1 This committee will meet at least once each year and as required to conduct business.
 - 11.8.11.2 The Committee Chair calls meetings, providing Members at least 30 days advance notice to attend.
 - 11.8.11.3 When circumstances permit, important matters, as determined by the Committee Chair, may be deferred until such later date as necessary to provide Members a reasonable opportunity to review and submit written comment.

11.8.12 Expenses

11.8.12.1 Refer to Directive 10.0, Reimbursement of Expenses.

11.8.12.2 This committee's expenses must not exceed the amount set out for this purpose in the annual budget of the Corporation, except as approved by the Board of Directors.

11.8.12.3 The Program Director, in consultation with the Executive Director, will evaluate annually the costs for committee expenses and assign approximate amounts to each item prior to the development of the next fiscal year's budget.

11.8.13 Payment for Services

11.8.13.1 Refer to **Articles of Continuance** and Directive 9.0.

11.9 PUBLICATIONS

11.9.1 Reference

11.9.1.1 By-Laws: 28.0

11.9.1.2 Directive: 11.1, Committees - General

11.9.2 Objectives

11.9.2.1 To cause to be prepared various publications including the Corporation's magazine (Construction Canada) in accordance with objectives of CSC.

11.9.3 Program Director

11.9.3.1 The Board of Directors will appoint a Program Director for Publications who will act as a Chair of this Committee.

11.9.4 Composition

11.9.4.1 The Program Director will appoint the members of the Editorial Advisory Committee to the approval of the Board of Directors.

11.9.5 Activities

11.9.5.1 Establish publishing policies with the Board of Directors and ensure their implementation.

11.9.5.2 Develop and maintain a budget of income and expenses for approval by the Executive Council.

11.9.5.3 Liaise with other private and institutional publishers to encourage interchange of appropriate material.

11.9.5.4 Encourage the membership individually, and Chapters collectively, as well as CSC committees to submit technical articles, reports, abstracts, or other material for publication.

11.9.5.5 Liaise with Technical Studies Committee, Education Certification Committee, and others to coordinate publication of documents and/or literature.

11.9.5.6 The Editorial Advisory Committee will liaise with the publisher of Construction Canada on matters concerning the content of the magazine.

11.10 EDUCATION CERTIFICATION COMMITTEE

11.10.1 Reference

11.10.1.1 By-laws: Article 28.0

11.10.1.2 Directives:

11.10.1.2.1 3.0 Registration / Certification

11.10.1.2.2 11.1, Committees - General

11.10.2 Objectives

- 11.10.2.1 To provide guidance and coordination to the Certification/Registration Subcommittees and to endeavour to deliver uniform certification/registration programs and education courses. To promote the development of appropriate levels of knowledge of construction specifications through education, professional development and mutual exchange of information.
- 11.10.2.2 To provide the educational opportunities to enable members to qualify as a Certified Construction Contract Administrator, Certified Technical Representative or Registered Specification Writer.

11.10.3 Program Director

- 11.10.3.1 The Board of Directors shall appoint a Program Director for the Education Certification Committee, who shall be the Chair of that committee.
- 11.10.3.2 The Program Director will report Education Certification Committee activities to the Board of Directors.

11.10.4 Executive Director

- 11.10.4.1 The Executive Director shall:
 - 11.10.4.1.1 Provide administrative support to the Education Certification Committee;
 - 11.10.4.1.2 Maintain a general knowledge and understanding of CSC Programs, and coordinate activities of other committees with the Education Certification Committee;
 - 11.10.4.1.3 Ensure the goals of the Association are maintained.
 - 11.10.4.1.4 The Executive Director may, as required, appoint a staff member to assist the Executive Director or assume the Executive Directors responsibilities to the Education Certification Committee.

11.10.5 Composition

- 11.10.5.1 The composition of the Education Certification Committee shall be:
 - 11.10.5.1.1 Voting members:
 - .1 Program Director
 - .2 CCCA Subcommittee Chair,
 - .3 CTR Subcommittee Chair
 - .4 RSW Subcommittee Chair
 - .5 CSP Subcommittee Chair
 - 11.10.5.1.2 Non-voting members:
 - .1 CSC Executive Director
- 11.10.5.2 Each Chapter will elect an Education Certification Officer who, if possible, should be a Certified Construction Contract Administrator, Certified Technical Representative, Registered Specification Writer or a Certified Specification Practitioner, and who automatically will be a corresponding member of the Education Certification Committee. This Officer will assume the responsibilities, in their own Chapter, for the objectives and activities of this Committee and will represent the CCCAs, CTRs RSWs and CSPs in its Chapter.

11.10.6 Procedure

- 11.10.6.1 Liaise with other Program Directors of the Association in areas of mutual concern related

- 11.10.6.2 Liaise with other associations and facilities in areas of mutual concern related to education and registration/certification and pursuit of knowledge and skills.

11.10.7 Activities

- 11.10.7.1 To review and coordinate the requirements of the Certification/Registration Subcommittees to ensure all program requirements are consistent and complementary.
- 11.10.7.2 Work with the Certification/Registration Subcommittees to encourage members to obtain CCCA, CTR, CSP or RSW status and to promote the Certification/Registration Programs within CSC and throughout the design and construction industry.
- 11.10.7.3 Assist colleges and universities to establish appropriate curricula related to the aims of CSC.
- 11.10.7.4 Develop and promote the organization and delivery of seminars and courses consistent with mission statement of the Association.
- 11.10.7.5 Collect and disseminate information for the edification of members of the Association and of the construction industry in general.

11.11 RESOLUTIONS

11.11.1 Reference

- 11.11.1.1 By-Law: 28.0
- 11.11.1.2 Directive: 11.1, Committees - General

11.11.2 Objectives

- 11.11.2.1 To review and process all resolutions at Annual General Meeting.

11.11.3 Composition

- 11.11.3.1 The Chair of the Committee for Legislation shall act as Chair of this Committee and shall add to the Committee at his/her discretion.

11.11.4 Procedures

- 11.11.4.1 The Committee shall act on each resolution.
- 11.11.4.2 The Committee may:
 - 11.11.4.2.1 Present the resolution to the Annual General Meeting.
 - 11.11.4.2.2 Amend the resolution for form, clarity and factual content, but not for intent without the consent of the sponsor and present the amended resolution to the Annual General Meeting.
 - 11.11.4.2.3 Combine resolutions of similar import, identifying the sponsors and take appropriate action.
 - 11.11.4.2.4 Return the resolution to the sponsor not later than February 15 identifying items which do not comply with stated requirements; and indicate that the sponsor may revise and re-submit the resolution to the Committee so that it is received not later than March 1 for reconsideration.
 - 11.11.4.2.5 Reject the resolution and return to the sponsor with a statement of reason for rejection.
 - 11.11.4.2.6 The Committee shall advise of its action on each resolution to its sponsor so that it is received not later than April 1 with copies of the report to the Executive Director of CSC, the sponsor, and all members of the Board.

11.11.4.2.7 Except as provided for in these regulations and except for resolutions ruled as illegal or contrary to the Certificate of Incorporation, the decision on resolutions rejected by the Committee may be appealed by the sponsor. The sponsor shall notify the Executive Director, in writing, not later than May 10 that the decision is being appealed including full documentation and the reason for the appeal. The appeal will be considered by the Annual Meeting provided it is moved by the sponsor.

11.11.5 Procedures

- 11.11.5.1 The Committee shall submit a report of its actions on the resolutions in a form suitable for submitting to the Board of Directors and to the Executive Director so that it is received not later than March 1.
- 11.11.5.2 Copies of the resolutions which will be presented to the Annual General Meeting by the Committee, as well as resolutions being appealed, shall be distributed to all members not later than April 1. Resolutions being appealed shall be clearly marked that they have not been accepted for presentation to the Annual General Meeting.
- 11.11.5.3 Resolutions of acknowledgement, sympathy and like import may be submitted prior to and at the Annual General Meeting by the Committee.

11.11.6 Resolutions

- 11.11.6.1 A resolution is a written declaration submitted for consideration as a formal expression of opinion, will or intent of the delegates to the Annual General Meeting.
- 11.11.6.2 Resolutions shall be submitted in the stipulated form to the Executive Director, Construction Specifications Canada, and be received not later than January 15th. The Executive Director shall record and acknowledge receipt of all resolutions.
- 11.11.6.3 The Executive Director shall forward copies of all resolutions to the Resolutions Committee for their action not later than March 1st.
- 11.11.6.4 Resolutions may be submitted by:
 - 11.11.6.4.1 The Board of Directors.
 - 11.11.6.4.2 A Chapter of the Corporation.
 - 11.11.6.4.3 Members of the Corporation.
- 11.11.6.5 Each resolution shall be certified by the signatures of the sponsor.
- 11.11.6.6 Each resolution shall be limited to one subject only.
- 11.11.6.7 Resolutions received after January 15 shall not be considered by the Resolutions Committee.

11.11.7 Procedure

- 11.11.7.1 The Resolutions Committee shall review each resolution to ascertain that:
 - 11.11.7.1.1 It is an appropriate subject for a resolution.
 - 11.11.7.1.2 It complies with applicable legal requirements.
 - 11.11.7.1.3 It does not conflict with the Corporation's Certificate of Incorporation, By-Laws and these regulations.
 - 11.11.7.1.4 It is in correct format and clearly stated.
 - 11.11.7.1.5 Statements of fact are correct and supportable.
 - 11.11.7.1.6 Assumptions are clearly identified as such.

11.11.8 Other Business

- 11.11.8.1 Requests for consideration of items of other business for presentation to the Annual Meeting shall be submitted in writing to the Resolutions Committee prior to noon of the day preceding the Annual Meeting. Such requests may be submitted by any chapter or by any five accredited delegates, each from a different chapter.
- 11.11.8.2 The Resolutions Committee shall rule on the acceptability of each request for items of other business and shall announce its decision to the sponsoring chapter or voting delegate(s) not later than six (6) hours before the Annual Meeting. No appeal from the decision will be allowed.

11.12 STRATEGIC PLANNING

11.12.1 Reference

- 11.12.1.1 By-Laws: 28.0
- 11.12.1.2 Directive: 11.1, Committees - General

11.12.2 Objectives

- 11.12.2.1 Formulate strategic objectives and plans of the Corporation including future program direction for consideration of the Board of Directors.

11.12.3 Composition

- 11.12.3.1 The Board of Directors will be the Strategic Planning Committee with the President serving as Chair.

11.12.4 Activities

- 11.12.4.1 In considering broad scope future plans, examine the feasibility of accomplishing associated programs, determining the level of interest and technical/ educational value to the corporation membership and the overall construction industry.
- 11.12.4.2 Review the Corporation's Strategic Plan on a regular basis to determine if applicable for the present and future. Modify as required.
- 11.12.4.3 Set out Objectives related to the Strategic Plan. Categorize them as near-term (one year) intermediate (two and three years) and long term (four or more years). Determine whether objectives are realistic, practical and whether their fulfilment would be in the best interest of the Association.
- 11.12.4.4 Set out Corporation Activities to accomplish the Objectives.
- 11.12.4.5 Examine current activities in relation to future planning.
- 11.12.4.6 Give definition to new plans.
- 11.12.4.7 Lead the Board of Directors in the revaluation of Strategic Plan on an annual basis.
- 11.12.4.8 Bring cohesiveness and compatibility into planning being done independently by other committees.

11.13 AWARDS PROGRAM

11.13.1 Reference

- 11.13.1.1 Directive: 11.1, Committees - General
- 11.13.1.2 Part 6 - Awards Guide

11.13.2 Objectives

- 11.13.2.1 To recognize the contributions to the wellbeing of the Association, and to ensure that all qualified members are given adequate opportunity to participate in the Awards program and are encouraged to do so.

11.13.3 Program Director

11.13.3.1 The Board of Directors will appoint a Program Director for the Awards Program Committee who will act as the Chair of the Committee.

11.13.4 Composition

11.13.4.1 The program Director may appoint members to the Committee.

11.13.5 Activities

11.13.5.1 The Committee is charged with the responsibility of developing an awards program subject to the approval of the Board of Directors.

11.13.5.2 The Committee will establish qualifications and procedures for granting awards to be given in recognition of the volunteer service given to the Association.

11.13.5.3 The Committee will call for nominations for awards and ensure that the Awards are granted where appropriate, and defined in the Awards Guide. (Administrative Manual - Part 6)

11.13.5.4 The awards approved by the Board of Directors are listed in the Administrative Manual Part 6, Awards Guide.

END OF DIRECTIVE

12.0 ANNUAL GENERAL MEETING

12.1 REFERENCE

12.1.1 By-Laws:28.0 1.11, 9.4, 9.5

12.2 OBJECTIVES

12.2.1 To establish Proceedings and Conduct of the Annual General Meeting.

12.3 PROCEDURE

12.3.1 Presiding President call to order.

12.3.2 Roll call of delegates present and Chapters represented; declaration of quorum.

12.3.3 Approval of agenda and addition of new items.

12.3.4 Minutes of preceding Annual General Meeting.

12.3.5 Pending Business

12.3.6 President's Report

12.3.7 Treasurer's Report and Appointment of Auditors

12.3.8 Executive Director's Report

12.3.9 Committee Reports (Order of reports may vary)

12.3.9.1 Membership/Chapter Development/Communication

12.3.9.2 Conference/Awards/Legislative

12.3.9.3 Technical Studies Committee

12.3.9.4 Education Certification Committee

12.3.9.5 Strategic Planning

12.3.9.6 Publications

12.3.9.7 Liaison

12.3.9.8 Nominations

12.3.9.9 Any other Committee established by Executive Council or the Board of Directors

12.3.9.10 College of Fellows Report

12.3.9.11 Other Business

12.3.9.11.1 Motions such as votes of thanks are accepted

12.3.9.11.2 Resolutions or motions affecting the Association business are accepted by the presiding President. (Only recommendations can be passed on to the incoming Board.)

12.3.9.11.3 Questions and inquiries of the Corporation's continued affairs are accepted from the delegates.

12.3.9.12 Ratification of the actions of The Board of Directors.

12.3.9.13 President will pass over to the incoming President the CSC gavel. At that point, incoming President becomes President of CSC.

12.3.9.14 Newly appointed President's acceptance address.

12.3.9.15 New President moves acceptance of the List of Corporation Officers for the upcoming year.

12.3.9.16 Date and place of next meeting.

12.3.9.17 Motion for adjournment.

12.4 APPENDIX NO. 1 - CONTENTS OF RESOLUTIONS

12.4.1 Subjects appropriate for resolutions and Other Business are those of concern to the general membership.

- 12.4.1.1 CSC purposes.
- 12.4.1.2 CSC Policies.
- 12.4.1.3 CSC programs.
- 12.4.1.4 CSC By-Laws.
- 12.4.1.5 Items of broad concern to the construction industry.
- 12.4.1.6 Actions of acknowledgement, sympathy and like import.

12.5 APPENDIX NO. 2 - RULES FOR DRAFTING RESOLUTIONS

12.5.1 Purpose

- 12.5.1.1 To achieve uniformity in the manner of presentation of resolutions before the Annual Meeting of the Corporation conform to the following procedures and rules:
- 12.5.1.2 Determine the actual need for a resolution. Wherever possible, attempt to resolve problems through the Board of Directors without resorting to a resolution. Consult the Chapter Executive and Chapter Directors.
- 12.5.1.3 Initiate and prepare resolution as early as possible in the administrative year. Thoroughly research the subject prior to preparing the resolution.
- 12.5.1.4 Develop proposed resolution in consultation with the Chapter Executive and Chapter Directors.
- 12.5.1.5 Insofar as possible, discuss proposed resolutions at Chapter Executive meetings to obtain a broader base of opinion.
- 12.5.1.6 Submit an original of each resolution to the CSC office in Toronto, properly signed by the established date.
- 12.5.1.7 Cover only one subject in each resolution.
- 12.5.1.8 Submit typed resolution on plain white bond paper (not letterhead), 8 1/2" x 11".
- 12.5.1.9 Use headings, paragraphing, punctuation and capitalization, increasing or reducing the number of clauses as needed
- 12.5.1.10 Prepare the resolution as briefly as possible; omit all unnecessary words or phrases.
- 12.5.1.11 Abbreviate "Construction Specifications Canada" when used in the context, as "CSC".
- 12.5.1.12 Word the RESOLVED clauses to provide a clear statement of the entire action desired, to stand by itself as a complete resolution if read independently of the WHEREAS clauses. For example: "RESOLVED that the above matter be taken under consideration by the Corporation Board of Directors" is not a complete resolved clause.
- 12.5.1.13 If the resolution involves a cost to CSC, include an estimate of the cost of implementation of the action, since an adopted resolution may require a study and an appropriation by the Finance Committee"
- 12.5.1.14 Exclude everything from the resolution which is not pertinent to the resolution.
- 12.5.1.15 Each resolution from a Chapter shall be certified by a separate forwarding cover letter in the following manner.
 - 12.5.1.15.1 Identification of the meeting of the Chapter that endorsed the resolution plus the signature of the Chapter Chair and Secretary.
 - 12.5.1.15.2 The forwarding cover letter of each resolution should also include the statement that the appropriate Chapter Director has been consulted in the study, drafting and review of the proposed resolution.

12.5.1.16 Consecutively number each WHEREAS clause and consecutively letter each RESOLVED clause.

12.5.1.17 Submit the resolution in the following format:

SUBJECT: (As few words as possible describing subject matter.)

SUBMITTED BY: (Name of sponsors)

WHEREAS, (1)

and

WHEREAS, (2)

and

WHEREAS, (3)

now therefore be it

RESOLVED (a)

and be it further

RESOLVED (b)

ESTIMATED CSC COST: (Fill in as appropriate) COMMITTEE ACTION:
(\$0000)

12.6 APPENDIX NO.3 - REQUESTS FOR OTHER BUSINESS

12.6.1 Requests for consideration to present Other Business to the Annual Meeting shall be in a form similar to that prescribed for resolutions.

12.6.2 Insofar as appropriate and possible, treat Other Business in a similar way to paragraphs 1 through 4 of the Rules for Drafting Resolutions.

12.6.3 **Now therefore be Submit all requests** for consideration of Other Business, which may be developed more than fifteen days prior to the start of the Annual Meeting, directly to the Executive Director, with a copy to each member of the Resolutions Committee.

12.6.4 Submit requests for consideration of Other Business that develop after fifteen days prior to the Annual Meeting to the Resolution Committee.

12.6.5 Title the first page "Request for Consideration of Other Business at the Annual Meeting".

12.6.6 State the reasons why the subject is submitted as Other Business rather than a resolution.

12.6.7 Conform to paragraphs 6 through 10 and 12 through 14 of the Rules for Drafting Resolutions, substituting "Other Business" for resolution.

12.6.8 List the names of those who wish to speak on behalf of the matter, in the order in which they will be recognized.

12.6.9 Have the request properly signed, identifying the sponsors and their Chapters.

12.6.10 State who the Resolutions Committee should contact to advise of their decision including when and where the person may be reached. Arrange to meet the Chair of the Resolutions Committee.

12.7 STANDING RULES FOR THE ANNUAL GENERAL MEETING

12.7.1 Only CSC members shall be admitted to, and may participate in, the Annual General Meeting.

- 12.7.2 An accredited voting delegate wishing to speak shall approach the nearest microphone, address the chair, wait to be recognized and give their name and Chapter affiliation.
- 12.7.3 No voting delegate may speak more than once to each motion until all who wish to speak have been heard.
- 12.7.4 No voting delegate shall speak more than twice on each motion without the unanimous consent of the voting delegates present.
- 12.7.5 When requested by the presiding officer, motions made from the floor shall be presented in writing signed by the voting delegate.
- 12.7.6 The sponsor of a resolution will be given first opportunity to speak to the resolution.
- 12.7.7 Debate shall be limited to three minutes per person.
- 12.7.8 Debate on any resolution shall be limited to a total of 20 minutes. The presiding officer will recognize debaters on an alternating basis as available, pro and con, until the time limit is reached. The debate time limit may be extended by a two-thirds vote of voting delegates present and voting.
- 12.7.9 The Chair of a Chapter, or his designated representative, may make a motion at any time during the meeting to recess, not to exceed five minutes, to allow the Chapter delegates to caucus. This motion to recess shall be approved by a majority vote.
- 12.7.10 Voting may be by voice, cards or by roll call at the option of the presiding officer, or a voting delegate may make a motion for a roll call vote. A motion for a roll call vote must be approved by a majority vote.
- 12.7.11 On roll call votes, only the Chair of the Chapter will report the votes of that Chapter's voting delegates present and voting.
- 12.7.12 No speeches or extraneous anecdotes will be allowed during the recording of a roll call vote.
- 12.7.13 A delegate may abstain from voting.
- 12.7.14 The Secretary shall be responsible for approval of minutes of the Annual General Meeting.
- 12.7.15 A motion to reconsider does not have to be made by one who voted on the prevailing side.

END OF DIRECTIVE

13.0 BOARD OF DIRECTORS MEETINGS

13.1 REFERENCE

- 13.1.1 Bylaws: 25,26,27,28
- 13.1.2 Bourinot's Rules of Order - latest edition

13.2 OBJECTIVES

- 13.2.1 To establish proceedings and conduct of the meetings of the Board of Directors.

13.3 PROCEDURES

- 13.3.1 Directive: 11.1, Committees - General

13.4 GENERAL

- 13.4.1 Meetings of the Board of Directors are normally held two times a year in Toronto.
- 13.4.2 The agenda for the meeting will be distributed along with submitted Committee and Directors' Reports, prior to the meeting. The Agenda may be modified, at the time of the meeting by the President to suit the business of the day. Generally, the following format will be followed:
 - 13.4.2.1 Call to Order
 - 13.4.2.2 Review of Agenda and addition of new items
 - 13.4.2.3 Review of Minutes of Previous Meeting
 - 13.4.2.4 Pending Business
 - 13.4.2.5 Correspondence
 - 13.4.2.6 President's Report
 - 13.4.2.7 Treasurer's Report
 - 13.4.2.8 Executive Director's Report
 - 13.4.2.9 Committee Reports
 - 13.4.2.10 New Business
 - 13.4.2.11 Resolutions
 - 13.4.2.12 Date and place of next meeting
 - 13.4.2.13 Adjournment
- 13.4.3 At the first Board Meeting following the Annual General Meeting, the Board will elect officers and appoint Committee Chairs . It will also give approval to the budget for the current fiscal year. This budget was given interim approval at the second Board meeting of the preceding year. The Budget may be revised at this meeting to suit new information and circumstances.
- 13.4.4 Committee reports are submitted to each meeting of the Board to inform the Board of its activities. Reports are to be submitted prior to each meeting.
- 13.4.5 The purpose of "New Business" is to deal with those subjects of concern to the Board of Directors. Reports of special or AD Hoc Committees, the College of Fellows, actions of acknowledgement, sympathy, and the like. New subjects relating to CSC purposes, bylaws, policies and programs are appropriate. These subjects are presented to obtain Board consensus, to provide guidance to Executive Council and the standing Committees.
- 13.4.6 Matters appropriate for resolutions are similar to those under "new business" and will be those matters which require formal debate and the approval of The Board for further action. These matters will include contracts between CSC and other agencies and other matters which may commit the finances of CSC.

13.5 QUORUM

13.5.1 A simple majority of the members of the Board of Directors shall constitute a quorum.

13.6 DIRECTORS

13.6.1 Directors are to be aware of the contents of the Chapter Manual, particularly Part 5, Duties of Elected Officers, the Directors' Guide and the importance to CSC of their role on the Board. They should also familiarize themselves with the CSAE publication "Duties and Responsibilities of Directors of Non-Profit Corporations.

13.6.2 An individual Director has no authority to act as an agent of CSC unless those powers have been specifically delegated to him. The Directors must act and vote as a Board. A decision made by the Board binds the Board and CSC, assuming it was within its legal power to do so.

13.7 COMMITTEES

13.7.1 Directive 11.0 Committees, defines the objectives, composition and activity of the standing committees appointed by the Board to carry out a continuing responsibility for specific aspects of corporation business.

13.7.2 Special Committees may be appointed to study or act upon an item of business which requires special consideration. These special or AD HOC Committees exist for only as long as necessary to discharge their appointed function and is are dissolved once its their duties have been discharged.

13.7.3 A committee of the whole may be created by a motion that the Board resolve itself into a Committee of the whole. This Committee may be used to permit more free debate and detailed examination. Its function is very limited. Its findings are immediately reported to the Board and formal action is taken by the Board in its official capacity.

13.7.4 A Committee may only deal with such matters as a have been referred to it by the Board of Directors and is not at liberty to go beyond its Terms of Reference. It must be report only to the Board of Directors and to no others. It is improper for a committee to convey its findings, decisions or recommendations to any other party prior to its report being made to the Board of Directors. After reporting to the Board of Directors, the authority to disseminate the contents of its report to others remains with the Board and Executive Council.

13.8 REPORTS

13.8.1 A committee's report to the Board of Directors shall contain the names of Committee members, a clear concise summary of its activities and shall be signed and submitted by the Committee Chair. The general format shall be as follows:

13.8.1.1 **Part 1 - Matters for Decision.** These items will require a vote by the Board.

13.8.1.2 **Part 2 - Matters for Action.** These items require action by the Directors and/or the Chapters. They do not require a vote by the Board.

13.8.1.3 **Part 3 - Matters for Information.** These items will provide additional information to the Directors about the activities of the committee and activities by the association office, and require neither a vote nor additional action.

13.8.2 Reports for Standing Committees are generally progress reports, routine in nature, and are received by the Board for information. Reports containing proposals or recommendations must be presented clearly and be suitable for debate as a motion. Refer to Directive 11.1, Committees - General.

- 13.8.3 Special Committee Reports shall deal exclusively with Matters referred to the Committee for study. These reports should reiterate its Terms of Reference and then proceed to the findings or recommendations concerning them.
- 13.8.4 Reports of a Committee of the Whole are presented for adoption, signifying concurrence in the recommendations and will be decided without debate.
- 13.8.5 The Board of Directors may alter or adjust the terms of any proposal or may decline to accept the proposal. If it is felt that a report fails in ways that cannot be conveniently corrected by the immediate amendment. The report may be referred back to the Committee for further study and revision.

13.9 MOTIONS

- 13.9.1 Motions should be worded, to the extent possible, in the affirmative and should express fully and unambiguously the intent of the mover.
- 13.9.2 A Motion must be seconded before it may be opened to consideration.
- 13.9.3 A motion may be withdrawn by its mover and seconder only with the assent of the meeting as a whole.
- 13.9.4 A question, once decided, cannot be brought up again at the same meeting., but if it should become necessary to rescind the motion that has been passed "*a notice of intention*" can be given.
- 13.9.5 An amending motion must be relevant to the main motion under consideration. It must not alter in a material way the principle embodied in the main motion. Usually, only two amendments to a question, namely an amendment and a sub-amendment, will be allowed at the same time. Each amendment to a question shall be dealt with in reverse order. Once the amendments to the question have been decided, then the question shall be decided.

13.10 RESOLUTIONS

- 13.10.1 Definition - Resolutions are items raised from the Board.
- 13.10.2 A resolution should follow the same guidelines as described above under motions.
- 13.10.3 Resolutions must be in written form and presented to the President / Chair of the Board.
- 13.10.4 The procedure, where applicable, will comply with Directives 12.4 and 12.5.

END OF DIRECTIVE

14.0 DISCIPLINE OF MEMBERS

14.1 REFERENCE

14.1.1 By-Law 14, 6.01

14.2 OBJECTIVE

14.2.1 To establish a process to deal with disciplinary actions towards members.

14.3 PROCEDURE

14.3.1 In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days Notice of Suspension or Expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

14.3.2 The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

14.3.3 In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Directive, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

END OF DIRECTIVE

15.0 MEDIATION AND ARBITRATION

15.1 REFERENCE

15.1.1 Bylaws: 34.0

15.2 OBJECTIVES

15.2.1 To establish procedures to resolve disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation.

15.3 PROCEDURES

15.3.1 Mediation: Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism Directive 16.0.

END OF DIRECTIVE

16.0 DISPUTE RESOLUTION

16.1 REFERENCE

16.1.1 Bylaws: 35.0

16.2 OBJECTIVES

16.2.1 To establish procedures to settle a dispute or controversies among Members, Directors, Officers or committee members.

16.3 PROCEDURES

16.3.1 In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

16.3.1.1 The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

16.3.1.2 The number of mediators may be reduced from three to one or two upon agreement of the parties.

16.3.1.3 If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

16.3.2 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

END OF DIRECTIVE